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Dep of Carole Weitzman

Taken on May 19, 2003

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1
 2 IT IS HEREBY STIPULATED AND
 3 AGREED by and between the attorneys for the
 4 respective parties herein, that the filing,
 5 sealing and certification of the within
 6 deposition be waived.
 7
 8 IT IS FURTHER STIPULATED AND
 9 AGREED that all objections, except as to the
 10 form of the question, shall be reserved to
 11 the time of the trial.
 12
 13 IT IS FURTHER STIPULATED AND
 14 AGREED that the within deposition may be
 15 sworn to and signed before any officer
 16 authorized to administer an oath with the
 17 same force and effect as if signed and
 18 sworn to before the Court.
 19
 20
 21
 22
 23
 24
 25

Page 5

1 CAROLE WEITZMAN,
 2 called as a witness, having been
 3 duly sworn, was examined and testified
 4 as follows:
 5
 6 DIRECT EXAMINATION
 7 BY MR. MONAGHAN:
 8 Q. Good morning. My name is Patrick
 9 Monaghan. I'm with Monaghan, Monaghan, Lamb &
 10 Marchisio. We are attorneys for Anne Bryant in
 11 this case. I'm going to be asking you some
 12 questions about matters pertaining to her
 13 lawsuit against Sunbow Productions, Jules "Joe"
 14 Bacal, originally against BMI. And if you
 15 don't understand my question, please let me
 16 know, I'll try and clarify it.
 17 If you answer one of my questions,
 18 we're going to assume you understood the
 19 question, is that fair?
 20 A. Yes.
 21 Q. I see you nodding and that's
 22 another instruction we give, that the court
 23 reporter is not allowed to interpret a nod or a
 24 gesture, so you have to give your answers
 25 verbally.

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1 A. Okay.
 2 Q. What will happen is the reporter
 3 will make a transcript up, which is a written
 4 booklet with the questions and the answers, and
 5 that testimony that you're giving, which is
 6 under oath, may be utilized in a court
 7 proceeding in accordance with the rules.
 8 Have you ever been deposed before?
 9 A. No.
 10 Q. Are you currently employed?
 11 A. Yes.
 12 Q. By whom or what?
 13 A. Four Kids Productions.
 14 Q. Four Kids Productions?
 15 A. Yes, the number four.
 16 Q. It sounds like a family company to
 17 me. Would that be your company?
 18 A. No, it's a public corporation.
 19 Q. What do you do for that company?
 20 A. I supervise an animated series,
 21 Teenage Mutant Ninja Turtles.
 22 Q. How long have you been employed by
 23 Four Kids Productions?
 24 A. A year.
 25 Q. And before that?

Page 7

1 A. Sunbow.
 2 Q. And what was your last job held at
 3 Sunbow?
 4 A. The job? I was senior
 5 vice-president of production.
 6 Q. And is that the Sunbow company
 7 that's involved in this lawsuit?
 8 A. Yes, it was bought by Sony, but
 9 it's the same Sunbow.
 10 Q. And how is it that you're here
 11 today, do you know?
 12 A. Well, I know there was a lawsuit
 13 that was brought, something to do with music.
 14 Q. Are you being represented by
 15 Ms. Kitson?
 16 A. Yes.
 17 Q. And what do you know about the
 18 lawsuit?
 19 A. Not much at all.
 20 Q. Have you seen any court papers?
 21 A. I've just seen some cue sheet.
 22 Q. Do you have them here with you
 23 today?
 24 A. No.
 25 Q. And what are cue sheets?

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Dep of Carolc Weitzman
Taken on May 19, 2003

1 A. It's a record of the music that's
2 contained in the series.
3 Q. All right, we'll come back to
4 this. How long were you at Sunbow?
5 A. About 21 years.
6 Q. When was it sold to Sony, do you
7 know?
8 A. No.
9 Q. What type of company was Sunbow,
10 what did they do?
11 A. TV production.
12 Q. And who owned the company?
13 A. Tom Griffin, Joe Bacal.
14 Q. For how long a period do you know
15 they owned it?
16 A. Ever since I started.
17 Q. Is that 21 years ago?
18 A. Yes.
19 Q. And where was Sunbow located?
20 A. When I started, it was at
21 Lexington and 42nd Street.
22 Q. And when you left?
23 A. We were at 100 Fifth Avenue.
24 Q. Who did you report to when you
25 left?

Page 9

1 A. I'm sorry?
2 Q. Who was your boss when you left,
3 who did you report to?
4 A. There was really no boss. It was
5 George Becker, because the company was sold.
6 Q. You were there after Sony
7 purchased the company?
8 A. Oh, sure.
9 Q. What was Mr. Becker's title?
10 A. I don't know.
11 Q. How did you know you were to
12 report to him?
13 A. To George? Because the company
14 was sold to Loonland and there was no one left
15 from Sony.
16 Q. What was Becker to Loonland?
17 A. Nothing. I guess he made the
18 deal. I don't know what his job was. I know I
19 was finishing the production of the series.
20 Q. What series is that?
21 A. Cramp Twins.
22 Q. Cramp, C-R-A-M-P?
23 A. Yes.
24 Q. Since I have twins, I would like
25 to know what that's all about.

Page 10

1 A. It's fun, it's on on Saturday
2 morning.
3 Q. Now, going back to the early
4 1990s, can you give me the hierarchy in terms of
5 management at Sunbow? Let's say from 1990 on.
6 A. 1990? Well, Tom Griffin, Joe
7 Bacal.
8 Q. What were their titles with
9 Sunbow?
10 A. I'm really not quite sure. I'm
11 not a hundred percent sure.
12 Q. You just knew they owned the
13 company?
14 A. Yes.
15 Q. And you reported to them?
16 A. Yeah, and C.J. Kettler.
17 Q. What was his title?
18 A. It's a woman. She became
19 president.
20 Q. And you were there, and what was
21 your job at that point in time?
22 A. Same thing, always supervising the
23 productions.
24 Q. What does that entail?
25 A. Oh, it's just watching over the

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1 shows, doing the budgets, managing the staff,
2 timetables, delivery schedules. It's the
3 management of it.
4 Q. Are you familiar with BMI and
5 ASCAP?
6 A. Yeah.
7 Q. What are they?
8 A. They are music associations.
9 Q. Performing rights associations?
10 A. I guess, yes.
11 Q. Did you have any involvements with
12 those associations?
13 A. Other than sending them cue
14 sheets, no.
15 Q. What is a cue sheet?
16 A. It's the record of -- it's, the
17 animation is done and then there is a library of
18 music that's composed of music cues. The cues
19 are strung together from beginning to end of the
20 show, and each cue has a name and a duration and
21 that's put on a cue sheet.
22 Q. And under what circumstances are
23 cue sheets used?
24 A. When a show is completed, the cue
25 sheets are done and then they are submitted to

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Dep of Carolc Weitzman
 Taken on May 19, 2003

1 either ASCAP, BMI or both, and somehow money
 2 comes out of it, which I'm not quite sure, to
 3 publishers and composers and lyricists.
 4 Q. And did you take part in
 5 submitting them to BMI and ASCAP?
 6 A. Well, I was always -- we didn't
 7 have a lot of staff people at Sunbow, so I was
 8 always the central person for copyright forms,
 9 cue sheet, anything like that. Because when
 10 people left after production, I was on staff.
 11 So anything that kept coming in would come to my
 12 attention. So I submitted them and got them
 13 back and filed them.
 14 Q. Do you know what clearance sheets
 15 are or clearance forms?
 16 A. No.
 17 Q. Did you ever use a cue sheet to
 18 accomplish a change in the percentages or the
 19 ownership or attribution, I should say, of a
 20 writer's participation?
 21 A. No, never.
 22 Q. Where would you get the
 23 information which would eventually be in your
 24 cue sheets that you would submit?
 25 A. Well, typically in post

Page 13

1 production, which is when the picture and the
 2 sound are put together, there is a sound
 3 editor, the music editor, and the music editor
 4 lists the cues because they know the library, I
 5 guess.
 6 Q. So the music editor would make the
 7 decision as to the information that would
 8 eventually --
 9 A. The cues.
 10 Q. To the cues?
 11 A. Yes.
 12 Q. Who would have information as to
 13 the composers, the authors of the music?
 14 A. I didn't have anything to do with
 15 that. I mean I don't know -- I guess there were
 16 contracts or whatever it was that existed --
 17 Q. Right.
 18 A. -- that did that. I don't know
 19 what they were, though.
 20 Q. What information was contained in
 21 the cue sheets?
 22 A. Besides the cues? Who the
 23 composers were.
 24 Q. Okay. Well, that's what I'm
 25 trying to find out.

Page 14

1 A. Oh, yeah, who the composers were
 2 and who --
 3 Q. Who put the information in as to
 4 the composers?
 5 A. I'm telling you, I didn't put that
 6 information in there.
 7 Q. Somebody gave you that
 8 information?
 9 A. I don't think they gave me that
 10 information. It was on the cue sheet when I got
 11 it. And we had a music administrator who filed
 12 the cue sheet.
 13 Q. Who was the music administrator?
 14 A. Bill Dobishinski.
 15 Q. Well, in its earliest iteration,
 16 who prepared the cue sheet?
 17 A. The post production facility.
 18 Q. So that was at your end, at
 19 Sunbow's end?
 20 A. Usually in LA.
 21 Q. Okay. And then it went -- and who
 22 did that, who was the person who did that?
 23 A. I have no idea. It was at Marvel
 24 Productions. We hired Marvel to do the series.
 25 Q. Well, which cue sheets are you

Page 15

1 talking about here, when you say Marvel?
 2 A. Under Marvel? It was probably My
 3 Little Pony, G.I. Joe, Transformers, Jem, Big
 4 Foot, Robotix. I'm trying to think of the
 5 others. Those were the earlier --
 6 Q. Real American Hero sound familiar?
 7 A. G.I. Joe is G.I. Joe Real American
 8 Hero.
 9 Q. Same thing. What documents have
 10 you read in connection with this lawsuit?
 11 A. Nothing, just the cue sheets.
 12 Q. Have you ever seen any testimony
 13 by Mr. Bacal?
 14 A. No.
 15 Q. Have you talked to Mr. Bacal about
 16 the case?
 17 A. No.
 18 Q. Aside from Ms. Kitson, have you
 19 had any discussions with anyone else about the
 20 case?
 21 A. No.
 22 Q. Do you know Alison Smith?
 23 A. No.
 24 Q. Who do you know at BMI, if anyone?
 25 A. Nobody.

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1 Q. Do you know Anne Bryant?
 2 A. Sure.
 3 Q. For how long have you known her?
 4 A. She used to visit the office, so I
 5 met her, God knows, in the '80s, I guess. Yeah,
 6 when we did Jem.
 7 Q. How would you characterize your
 8 relationship with Anne Bryant?
 9 A. My relationship? I was the
 10 production assistant, so when she delivered
 11 music and whatever -- I mean she's very friendly
 12 and nice and she would give us music to go on
 13 the show and that would be it.
 14 Q. I mean, did you get along, is what
 15 I'm saying?
 16 A. Oh, sure, she was nice.
 17 Q. Now, how did Sunbow know whether
 18 it could or could not use music employed in one
 19 of its productions, whether it was permitted by
 20 the composer?
 21 A. I have no idea.
 22 Q. Well, the cue sheets that you
 23 submitted were submitted over your signature,
 24 weren't they?
 25 A. I don't think I ever signed a cue

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1 sheet. I'm sure my name was on it because it
 2 was on every copyright form, it was on
 3 everything.
 4 Q. In what areas was Sunbow involved
 5 in production; TV, movies as well?
 6 A. There were two movies, the My
 7 Little Pony movie and the Transformer movie.
 8 Q. What about CDs?
 9 A. CDs?
 10 Q. Yes.
 11 A. I didn't do any CDs.
 12 Q. You didn't do any CDs?
 13 A. (Witness nodding.)
 14 Q. Sunbow didn't?
 15 A. Not that I know of, no.
 16 Q. What about videos?
 17 A. Video distribution?
 18 Q. Yes.
 19 A. There was -- that was all done
 20 through international sales, home video and
 21 series distribution. I wasn't involved in that.
 22 Q. Give me the chain of command at
 23 Sunbow in, let's take it, right from 1990. You
 24 said Tom Griffin and Joe Bacal.
 25 A. Right.

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1 Q. Were you second in command?
 2 A. No, C.J. Kettler was the
 3 president.
 4 Q. Were there any other
 5 vice-presidents?
 6 A. Yes, there was a development
 7 vice-president and I was production
 8 vice-president.
 9 Q. You were production
 10 vice-president?
 11 A. Right. And then there is a sales
 12 vice-president. So it was like a team under
 13 her.
 14 Q. Could you give me the names of the
 15 other people?
 16 A. I'm trying to think, in '90 there
 17 were a lot of people coming and going. I think
 18 Janet Scardino was there.
 19 Q. In what capacity?
 20 A. Sales.
 21 Q. Sales vice-president?
 22 A. Yeah, I think that was --
 23 Q. Do you know where she is now?
 24 A. No. Development was Nina Hahn.
 25 Q. Nina?

Page 19

1 A. Nina.
 2 Q. H-A-I--
 3 A. H-N.
 4 Q. Do you know where she is now?
 5 A. No.
 6 Q. And is this --
 7 A. I'm production. I'm just trying
 8 to think. Finance -- I don't remember.
 9 Q. And was this through the '90s?
 10 A. No, it changed. I mean all these
 11 people were there in the early '90s, then some
 12 sales people came, they left.
 13 Q. Okay. Give me the names of anyone
 14 else that you can remember?
 15 A. Ken O'Shanski.
 16 Q. What was his job?
 17 A. Development. Andrew Carpon,
 18 finances. Sales -- I don't remember.
 19 Q. Anyone else?
 20 A. I'm trying to give you the people
 21 on my equivalent. No, because Ken took over,
 22 Andrew was there, and then Janet and then -- no.
 23 Q. Do you know where Mr. O'Shanski --
 24 A. He's at Scholastic Productions.
 25 Q. And how about -- is it Carpon?

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1 A. Yeah, I don't know where he is.
 2 Q. Where are the sales records of
 3 Sunbow, if you know?
 4 A. The shows, how they sold? The
 5 distribution part is at Loonland in New York,
 6 you know, where the materials go.
 7 Q. Okay, let me back up. We're
 8 trying to locate sales records with respect to
 9 Sunbow Productions from the early '90s to date.
 10 What can you tell me about where that
 11 information might be at this time?
 12 A. Well, there were sales that took
 13 place out of New York and the sales team was in
 14 New York. When Loonland bought the company, the
 15 sales team was their company elsewhere.
 16 Q. Okay, let's stop right there.
 17 When Loonland bought -- when was that, 19 --
 18 A. It was right before I left. So I
 19 guess it was -- I think 2001, maybe 2000,
 20 something like that.
 21 Q. So the records of sales of videos
 22 or sales of the two movies --
 23 A. I'm just saying the sales team was
 24 in New York. Where they kept their records, I
 25 really don't know. I know that they were there.

Page 21

1 Q. Well, where else could they have
 2 been, the records?
 3 A. Oh, I don't know. I'm sure they
 4 were there, but you're asking me that I know
 5 that they were there, no, I don't know if they
 6 were there.
 7 Q. You're sure they were there, but
 8 you don't know if they were there?
 9 A. The people were there.
 10 Q. The people were there, you're
 11 assuming they were there?
 12 A. Yes.
 13 Q. Okay. Do you have anything to
 14 base that assumption upon? Did you have an
 15 occasion to ask a question in that regard of
 16 any of the people on the sales team?
 17 A. Not regarding the sales. Once I
 18 delivered the shows, I delivered the shows.
 19 Q. Who had custody of the sales
 20 records, if you know?
 21 A. I don't know. There was a sales
 22 team. My presumption is they had their own
 23 records.
 24 Q. Do you know how the records were
 25 maintained? Were they on computer, were they

Page 22

1 on --
 2 A. No.
 3 Q. Who would know that?
 4 A. Who would know that?
 5 Q. Right, who would know that, you
 6 were vice-president of the company.
 7 A. I was the vice-president of the
 8 production part of the company, not the sales
 9 part of the company.
 10 Q. Did you have meetings from time to
 11 time?
 12 A. Sure.
 13 Q. Did you have sales meetings from
 14 time to time?
 15 A. I attended them sometimes. So
 16 there were people, were pads and pens, and files
 17 and computers. I'm not being arbitrary, I'm
 18 just saying to you I don't know where their
 19 files were, nor would they know where mine were.
 20 There were file cabinets all over the office, so
 21 my presumption is they had files.
 22 Q. What did you do with your records
 23 when the company was sold to Loonland?
 24 A. I left them.
 25 Q. In whose possessions?

Page 23

1 A. At the office at 100 Fifth Avenue.
 2 Q. You walked out the door, locked
 3 the door and left or did you leave them in
 4 somebody's custody?
 5 A. I left them in the office because
 6 there were still people at Loonland that were
 7 there.
 8 Q. Who succeeded to your position, if
 9 you know?
 10 A. They don't have production at
 11 Loonland. They don't have domestic production.
 12 I never worked for Loonland.
 13 Q. Who was there in the Sales
 14 Department when the company was sold to
 15 Loonland?
 16 A. There was a woman, Sandrine
 17 Pechels.
 18 Q. How do you spell Sandrine?
 19 A. S-A-N-D-R-I-N-E P-E-C-H-E-L-S,
 20 it keeps going, De, D-E, Saint, S-A-I-N-T,
 21 Sardos, S-A-R-D-O-S. She was the remaining
 22 salesperson. I believe the rest of the
 23 salespeople for Loonland were either in France;
 24 England or Florida.
 25 Q. She was a Loonland person?

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Dep of Carolc Weitzman
 Taken on May 19, 2003

1 A. She got hired, yes.
 2 Q. In New York?
 3 A. Yes.
 4 Q. Do you know where she is now?
 5 A. She's not there any more, they let
 6 her go.
 7 Q. How did you find that out?
 8 A. She's a friend of mine.
 9 Q. Where does she live?
 10 A. In New York.
 11 Q. Where in New York?
 12 A. In the 90s. I don't have her
 13 information here, but she lives in the city.
 14 Q. If I leave a space in the record,
 15 when you get a copy of the transcript can you
 16 fill in her address for us?
 17 A. Sure.
 18 REQUEST: _____
 19 Q. What was her job?
 20 A. She sold the shows, originally in
 21 France, the French territories, but then she
 22 ended up doing more domestic, trying to sell the
 23 international shows to the networks here.
 24 MR. MONAGHAN: Roseann, have you
 25 been able to find out any information about

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1 the sales records?
 2 MS. KITSON: No.
 3 Q. Is there anyone else who might
 4 have information about the sales records
 5 besides -- can I call her Sandrine?
 6 A. Oh, yea. No, I mean she would
 7 have what's in her head, I'm sure, just from
 8 her latest sales, but -- I mean over the years
 9 they cut staff, cut staff, so people just left
 10 and went elsewhere.
 11 Q. Who is Jay Bacal, J-A-Y Bacal?
 12 A. Joseph.
 13 Q. What was he to Sunbow?
 14 A. He was like very heavily creative
 15 in the series.
 16 Q. What series?
 17 A. Oh, God, all of them. From when I
 18 started, he was in college, but he used to work
 19 on the Great Space Coaster, G.I. Joe,
 20 Transformers. He was the equivalent in
 21 production, you know, in the creative
 22 production, as I was in production management.
 23 He watched over all of the shows, and
 24 Q. He was a producer?
 25 A. Yes, like a supervising or

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1 executive producer.
 2 Q. What is Kid Rhino?
 3 A. I don't know.
 4 Q. You never heard of that company?
 5 A. (Witness nodding.)
 6 Q. You never heard of that company in
 7 connection with any arrangements with Sunbow
 8 Productions?
 9 A. No.
 10 Q. Were you involved in any licensing
 11 deals while you were at Sunbow?
 12 A. No, only as far as, you know, if
 13 we licensed the properties.
 14 Q. Well, that's what I'm talking
 15 about.
 16 A. For sales. I mean not licensing
 17 like where I work now, there is toys, there is
 18 other ancillary rights. When I delivered the
 19 shows, I know they were licensed for
 20 distribution, that's the only license.
 21 Q. Okay. So you were not involved in
 22 any transactions where Sunbow licensed rights to
 23 any of these properties to third parties, is
 24 that what you're saying?
 25 A. No, right.

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1 Q. Who had responsibility for that?
 2 A. I would imagine C.J. or Tom or
 3 Joe.
 4 Q. Did you ever serve as the producer
 5 of any of the TV shows?
 6 A. I was never -- I was usually exec
 7 in charge of production, not producer.
 8 Q. Are you familiar with the concept
 9 of performance royalties?
 10 A. Um-hum.
 11 Q. What does that mean to you?
 12 A. I know that the publishing
 13 companies get a hundred percent of the share of
 14 their publishing rights and that the composers
 15 and lyricists, whoever, get a hundred percent
 16 of that through ASCAP, BMI or any international
 17 society.
 18 Q. And your testimony is that other
 19 than cue sheets, you're not familiar with any of
 20 the other forms that are used with respect to
 21 registering compositions with BMI or ASCAP?
 22 A. Right.
 23 Q. And who pays the royalties; those --
 24 performance royalties, that hundred percent to
 25 the publisher and that hundred percent to the

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Dep of Carole Weitzman
 Taken on May 19, 2003

1 writer?
 2 A. I honestly don't know. I know you
 3 get paid by ASCAP or BMI, but I don't know how
 4 that revenue is generated.
 5 Q. You don't know how that revenue is
 6 generated?
 7 A. No.
 8 Q. Do you know what mechanical
 9 royalties are?
 10 A. I've heard of it, but I don't
 11 know.
 12 Q. Do you know the name Starwild?
 13 A. Yes.
 14 Q. What is Starwild?
 15 A. It's one of Sunbow's publishing
 16 companies.
 17 Q. What were the names of some
 18 others?
 19 A. Wildstar.
 20 Q. Was one a BMI company and one an
 21 ASCAP company?
 22 A. I was just going to say I don't
 23 remember which one was which. I think Wildstar
 24 was BMI. And then there was Banana Alert and
 25 Apollo's Chariot, I think. Banana Alert was

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1 BMI.
 2 Q. Under what circumstances would
 3 Sunbow use one or the other of those two
 4 companies?
 5 A. In the '90s we started using the
 6 Apollo's Chariot and the Banana Alert. I have
 7 no idea why.
 8 Q. Who made that decision?
 9 A. I don't really know. That's just
 10 what became our companies.
 11 Q. What did you have to do with
 12 Wildstar or Starwild?
 13 A. Nothing.
 14 Q. Who at Sunbow had involvement in
 15 anything to do with Starwild or Wildstar?
 16 A. I'm not sure -- I don't know what
 17 you mean.
 18 Q. Weren't they Sunbow's --
 19 A. It was on a cue sheet, that's all
 20 I ever saw was of Starwild and Wildstar.
 21 Q. Well, weren't they companies,
 22 Starwild and Wildstar?
 23 A. And I would imagine they were.
 24 Q. And didn't monies come in from
 25 time to time payable to Starwild or Wildstar?

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1 A. If monies came in, they went to
 2 the Finance Department, they wouldn't have come
 3 to me.
 4 Q. Okay, but maybe you could answer
 5 my question anyway.
 6 A. Okay.
 7 Q. Didn't monies come in from time to
 8 time payable to Wildstar or Starwild as the
 9 publisher of certain compositions?
 10 A. Yes.
 11 Q. How do you know that?
 12 A. There would be checks that would
 13 come in.
 14 Q. You would see the checks?
 15 A. Yes.
 16 Q. And what happened to the checks?
 17 A. They went to the Finance
 18 Department.
 19 Q. And who had charge of that?
 20 A. Well, over the years it changed.
 21 Q. Give me some names.
 22 A. Years ago it was Bob Darcy, Bill
 23 Biehl.
 24 Q. How do you spell Bill Biehl's
 25 name?

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1 A. Bill B-I-E-H-L, I think.
 2 Q. What were their titles?
 3 A. They were like chief financial
 4 officers, I think.
 5 Q. Do you know where they are now?
 6 A. No. Then Raul Soto, he was a
 7 controller at the time.
 8 Q. And when would either company have
 9 received monies, under what circumstances?
 10 A. We also had that music
 11 administrator, so he knew about all this too.
 12 Q. Bill Dobishinski?
 13 A. Yes.
 14 Q. Do you know where he is?
 15 A. He kind of disappeared off the
 16 face of the earth. I don't know what happened
 17 to him.
 18 Q. Well, have you heard of a company
 19 called TAMAD?
 20 A. Oh, yeah.
 21 Q. Do you know what that stands for?
 22 A. No.
 23 Q. And he was an administrator of the
 24 publishing for Starwild and Wildstar?
 25 A. He would track the monies and

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Dep of Carole Weitzman
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1 hound people to get the monies in, and then he
 2 would get a fee.
 3 Q. He took a fee from the monies he
 4 tracked?
 5 A. Yes.
 6 Q. And who hired him?
 7 A. Sunbow hired him.
 8 Q. To administer Sunbow's publishing
 9 rights?
 10 A. Yes.
 11 Q. And who provided the information
 12 to Dobishinski as to what compositions he was
 13 to administer?
 14 A. He got copies of the cue sheets.
 15 Q. So this was done through the cue
 16 sheets, that was the source of Dobishinski's
 17 information?
 18 A. Well, I don't know how he tracked
 19 it through ASCAP and BMI. I know he did have
 20 relationships with ASCAP and BMI.
 21 Q. But from Wildstar --
 22 A. From our side?
 23 Q. Yes, from your side.
 24 A. Yeah, through the cue sheets.
 25 Q. Any other sorts of information

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1 given to him?
 2 A. No. I mean if he asked for a copy
 3 of the show, we would give him a copy of the
 4 show, but, you know, we had hundreds of half
 5 hours of shows, so...
 6 Q. Now, if a cue sheet reflected that
 7 Anne Bryant was the composer of music, where
 8 would that information have come from?
 9 A. I guess Tom or Joe. Somebody
 10 would have had to tell me.
 11 Q. Did Sunbow retain copies of the
 12 cue sheets that were submitted to ASCAP or BMI?
 13 A. Yes.
 14 Q. And who had custody of those?
 15 A. They are at the office because
 16 they are needed for international distribution,
 17 they are used by a lot of different people.
 18 Q. Where are they now?
 19 A. I'm surely at Loonland's office.
 20 Q. In New York?
 21 A. Yes.
 22 Q. I know you left, but do you know
 23 who would have them?
 24 A. It would be Rebecca Gallivan,
 25 G-A-L-L-I-V-A-N.

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1 Q. As far as you know, she's still
 2 there?
 3 A. Yeah, she's there. I mean they
 4 may be on disks now. I don't know how they have
 5 them, but they have them.
 6 Q. Now, you indicated you're not
 7 familiar with Alison Smith; is that correct?
 8 A. No.
 9 Q. Ms. Smith has put in an affidavit
 10 in this case indicating that cue sheets are
 11 used when music is prepared originally for the
 12 TV production. Do you know anything about that
 13 concept?
 14 A. I think what you're saying is what
 15 I said at the beginning, when we prepare the
 16 show, like the cues are listed.
 17 Q. Now, did you prepare cue sheets,
 18 any cue sheets, when I say "you," Sunbow, any
 19 cue sheets with respect to any of the music
 20 composed by Anne Bryant for any of those
 21 compositions or those properties that we talked
 22 about earlier?
 23 A. Well, I mean I know Anne worked on
 24 the early series, especially Jem, is the one I
 25 really remember her working on. So I'm sure she

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1 would be on the cue sheets.
 2 Q. But the music that was composed by
 3 Anne was not composed for any TV production or
 4 any other iteration, they were composed as
 5 jingles; isn't that right?
 6 A. No, the songs that she did for Jem
 7 were composed for the series. She may have done
 8 for commercials, which are called jingles, but
 9 she didn't do jingles for the series.
 10 Q. For the Jem series?
 11 A. (Witness nodding.)
 12 Q. What about Transformers?
 13 A. I don't remember working with her
 14 on those series.
 15 Q. You know she composed the music
 16 though; isn't that right?
 17 A. I don't know that.
 18 Q. Do you know whether Anne had any
 19 rights at all with respect to G.I. Joe?
 20 A. No.
 21 Q. You don't know?
 22 A. No.
 23 Q. Do you know Ford Kinder?
 24 A. They were partners, I believe, at
 25 the time when I worked with them.

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1 Q. Have you had any dealings with
 2 Ford Kinder?
 3 A. No, not for years.
 4 Q. I'm going to show you now a
 5 clearance form, which I'm going to ask the
 6 reporter to mark as Weitzman Exhibit A.
 7
 8 (Weitzman Exhibit A, Clearance
 9 Form, marked for identification.)
 10
 11 Q. Have you ever seen that type of
 12 document before?
 13 A. No.
 14 MR. MONAGHAN: I'm going to show
 15 you, I'm going to have them marked
 16 collectively, the top document is a letter
 17 from your attorney, Ms. Kitson, enclosing
 18 documents, and there is also your list,
 19 Roseann, and a number of license
 20 agreements.
 21 Since you may or may not know
 22 anything about this, I would like to mark
 23 them collectively as Weitzman Exhibit B,
 24 with the caveat that it doesn't include the
 25 videotapes, which I've mentioned

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1 in the letter.
 2
 3 (Weitzman Exhibit B, Group of
 4 documents, marked for identification.)
 5
 6 Q. I'm going to ask you to take a few
 7 minutes, please, look through those documents,
 8 and then I'll ask you a question or two about
 9 them.
 10 A. No, I haven't seen these.
 11 Q. You've never seen any of these
 12 before?
 13 A. No.
 14 MR. MONAGHAN: Roseann, just a
 15 question on the record, are you
 16 representing Loonland?
 17 MS. KITSON: No, we represent
 18 Sunbow Productions.
 19 MR. MONAGHAN: I guess we're going
 20 to have to mark this batch as Exhibit C.
 21 The top page is Bates stamped 2398 and the
 22 bottom page is marked 2606.
 23
 24 (Weitzman Exhibit C, Document
 25 bearing production number 2398 on the top

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1 page and production number 2606 on the last
 2 page, marked for identification.)
 3
 4 Q. I show you now, Ms. Weitzman,
 5 Weitzman C for identification and ask you if you
 6 could identify these documents?
 7 A. Yeah, these are cue sheets.
 8 Q. Does each of these bear your name?
 9 A. Yes. Well, I mean -- yes.
 10 Q. And what does that signify, that
 11 your name is on there?
 12 A. That anything that came in the
 13 office regarding this, you know, questions or
 14 whatever, would just come to my attention.
 15 Basically we just filed these and I didn't
 16 really hear anything about it afterwards.
 17 Q. So the information that's in those
 18 cue sheets was prepared by Sunbow?
 19 A. No, I think initially the
 20 information about the cues came from, as I said,
 21 the music editor. Then it probably got
 22 compiled either -- I don't remember if it was
 23 through me or Bill, because once Bill came on
 24 board --
 25 Q. Bill Dobishinski?

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1 A. Yeah, he had us reformat these cue
 2 sheets because apparently the way we did them
 3 wasn't very clear.
 4 Q. Are these pre-reformatting?
 5 A. These are the ones that I
 6 remember.
 7 Q. So was that before or after
 8 Dobishinski said to reformat them?
 9 A. I think this is during
 10 Dobishinski. Yeah, because this is '86.
 11 Q. Who was the music editor?
 12 A. I don't know, somebody that worked
 13 at Marvel during the post-production.
 14 Q. Okay, I'm a little unclear now.
 15 A. Okay.
 16 Q. Let's take these compositions that
 17 are in these cue sheets, could you
 18 illustratively give me a few examples of some of
 19 the Anne Bryant compositions?
 20 A. Okay, My Little Pony and Friends
 21 theme.
 22 Q. You're looking at the first page?
 23 A. Yes.
 24 Q. Okay, My Little Pony and Friends
 25 theme.

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Dep of Carolc Weitzman
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1 A. Right.
 2 Q. What does it indicate next to
 3 Ms. Bryant's name?
 4 A. That she gets 25 percent -- where
 5 are the publishing companies? Oh, this is just
 6 the composer's share? Yeah. Oh, here is the
 7 publisher. Okay, that Anne gets 25 percent of
 8 the composer share.
 9 Q. Let's stop right there. Who was
 10 the source of that information?
 11 A. That's what I'm saying, I don't
 12 know who was the source of it.
 13 Q. That would not be something the
 14 music editor --
 15 A. No, no, the music editor would
 16 list the themes, and then there would be
 17 whatever deals were worked out with Tommy
 18 Goodman and Barry Harmon and anything else.
 19 Q. Who is Barry Harmon?
 20 A. He was a lyricist.
 21 Q. And who would work these deals
 22 out?
 23 A. They would be worked out with Tom
 24 and Joe.
 25 Q. With Tom and Joe?

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1 A. Um-hum.
 2 Q. Tom Griffin and Joe Bacal?
 3 A. Yes.
 4 Q. So ultimately Tom Griffin and Joe
 5 Bacal were responsible for the percentage
 6 allocations?
 7 A. (Witness nodding.)
 8 Q. Is that a yes?
 9 A. I don't know that it is, but I
 10 know I didn't give the information, and I don't
 11 know anybody else that would, except them.
 12 Q. You don't know anyone else that
 13 would, except them?
 14 A. Right.
 15 Q. I mean, they would have nay or yea
 16 say on that ultimately anyway, wouldn't they?
 17 A. Yes.
 18 Q. So let's take that My Little Pony,
 19 25 percent, you assume that that was the
 20 percentage that was assigned by Mr. Bacal or
 21 Mr. Griffin?
 22 A. Yes.
 23 Q. Okay. And then any deals on ...
 24 percentages shown on Ms. Bryant's compositions
 25 reflected in these cue sheets, your

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1 understanding would be the same as to the
 2 others?
 3 MS. KITSON: Objection as to the
 4 others.
 5 Q. As to the other cue sheets, your
 6 answer would be the same?
 7 A. Yes.
 8 Q. Okay. What is the Mary Williams
 9 Music Clearance Corporation, if you know?
 10 A. It was a company that we cleared
 11 rights for music that we didn't own, if we
 12 wanted to license music, like on The Great Space
 13 Coaster, primarily.
 14 Q. Okay. Well, what music did you
 15 own?
 16 A. On The Great Space Coaster, there
 17 was music that we owned, but then there was
 18 music in the public that we wanted to license
 19 and re-record, that's when we did it. Anything
 20 else, I believe, was composed for the shows by
 21 us.
 22 Q. Okay, take me through this,
 23 please, and take the record through it, so that
 24 anyone reading this can understand. Who owned
 25 the music that was prepared for a Sunbow TV

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1 production?
 2 A. Well, I could tell you what I
 3 presume, but --
 4 Q. Well, I mean if it's an informed
 5 understanding, then fine. If it's just a sheer
 6 guess, then don't guess.
 7 A. It's my presumption that Sunbow
 8 owned that music.
 9 Q. Okay. And what's the presumption
 10 or assumption based upon?
 11 A. Generally, we had contracts with
 12 composers. Later on I did those contracts that
 13 were simple buyout agreements with composers.
 14 Q. You were actually responsible for
 15 those contracts?
 16 A. Not the early years, because I was
 17 just a PA on the early shows.
 18 Q. Are you familiar with the concept
 19 of work for hire?
 20 A. Yes, that's what we had.
 21 Q. Is that what you're talking about?
 22 A. Yes, that is what we called
 23 buyout.
 24 Q. And so if a composer composed
 25 music for one of your productions on a work for

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1 hire basis, Sunbow owned that music?
 2 A. Yes.
 3 Q. Okay. Now, what did that have to
 4 do with performance royalties, if anything?
 5 A. I don't actually know.
 6 Q. Do you know of situations where,
 7 notwithstanding the fact that it was a work for
 8 hire, the composer continued to receive their
 9 performance royalties?
 10 A. On the contracts that I did for
 11 Sunbow, the publishing went a hundred percent to
 12 Sunbow. The composer, lyricist, whatever, they
 13 received a hundred percent of that side of
 14 either ASCAP or BMI. That's the way the deals
 15 were that I've done.
 16 Q. So they continued to receive the
 17 royalties?
 18 A. Yes. Yes.
 19 Q. So that's even in the case where
 20 it's a work for hire?
 21 A. In the deals that I did, yes.
 22 Q. Well, were you the person involved
 23 with the deals that you did with respect to Anne
 24 Bryant's compositions?
 25 A. No.

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1 Q. Who was responsible for those?
 2 A. I believe Tom and Joe were the
 3 people involved with the deals.
 4 Q. How was it determined that you
 5 would be involved with a deal or Tom and Joe
 6 would be involved with a deal?
 7 A. As I grew -- I didn't just
 8 unilaterally make decisions, but as I grew with
 9 the company and became more senior and
 10 supervised productions and co-productions, I
 11 knew the template for what the deal was in the
 12 co-production scenario, you know, the '90s, I
 13 guess it is. In the earlier years, I was just
 14 watching over things, but not the business end
 15 of it.
 16 Q. Are you aware of any circumstance,
 17 and this isn't general, this is specific to Anne
 18 Bryant or Ford Kinder, where Joe Bacal received
 19 credit for -- in terms of BMI, writer credits to
 20 which he was not entitled?
 21 A. No.
 22 Q. And when I say not entitled, where
 23 he actually didn't write the music?
 24 A. Right. No, I know what you mean.
 25 Q. Are you familiar with The

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1 Transformers themes?
 2 A. Um-hum.
 3 Q. That's a yes?
 4 A. Yes.
 5 Q. Do you know what Joe Bacal had to
 6 do with composing any of the music to that?
 7 A. No.
 8 Q. Do you know that he's shown as a
 9 24.9 percent participant in the writer's share?
 10 A. No. I mean, if it's on a cue
 11 sheet and you show it to me, I might -- you
 12 know, I know a lot of the themes for the show
 13 were in commercials first, so they were handed
 14 over to me as a theme. Do you know what I mean?
 15 Q. Okay, let's explore that a little
 16 bit. A lot of the music you say was done as
 17 commercials first?
 18 A. Yes.
 19 Q. Are we talking about the Anne
 20 Bryant music?
 21 A. I don't know if it was Anne's
 22 music. I know a lot of the series themes were
 23 toy properties and they were commercial themes
 24 first.
 25 Q. And how were they treated when

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1 something else was done with that commercial
 2 music in terms of these cue sheets?
 3 MS. KITSON: Objection, vague.
 4 MR. MONAGHAN: I'll rephrase it.
 5 Q. You say it was handed over to you,
 6 that was the phrase you used, what did you mean?
 7 A. The theme that was used in a
 8 commercial was frequently used in an extended
 9 version for the TV show.
 10 Q. Okay. And how did you handle
 11 registration with BMI or ASCAP in those cases?
 12 A. It then became part of the cue
 13 sheet for the show. I had nothing to do with
 14 the cue sheets for the commercials, that's a
 15 separate area.
 16 Q. Right. And who told you that you
 17 could use cue sheets in those circumstances?
 18 A. Cue sheets?
 19 Q. Right. Who told you that a cue
 20 sheet was the appropriate form?
 21 A. I didn't say it was -- I'm sorry,
 22 not the cue sheet was handed over to me. If
 23 there was a theme that was used, and frequently,
 24 that theme was rolled over into being used in a
 25 show, but expanded generally by the composer.

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Dep of Carole Weitzman
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1 Q. Right. Okay. How did Sunbow
2 assure itself that the composer's interest was
3 being accurately reflected in the cue sheets?
4 A. I have no idea.
5 Q. Well, wasn't that your job?
6 A. I had nothing to do with the
7 accuracy of these cue sheets. The accuracy in
8 later years had to do with me. I was the person
9 that these cue sheets went to and filed them
10 and worked with Bill Dobishinski to look after
11 the money. This division had nothing to do
12 with me. It may have had to be based on
13 contracts that existed, but I wasn't the person
14 that said give yada yada this percentage or
15 whoever.
16 Q. Who did?
17 A. Tom or Joe. Whoever did the
18 contract, which generally was Tom or Joe.
19 MR. MONAGHAN: Do you want to take
20 a two-minute break?
21 MS. KITSON: Sure.
22
23 (Recess taken.)
24
25 BY MR. MONAGHAN:

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1 Q. I'm going to show you, I alluded
2 to it earlier, Ms. Weitzman, the affidavit of
3 Alison Smith, who is a vice-president of
4 performing rights of Broadcast Music, Inc.,
5 BMI. And I'm going to direct your attention to
6 paragraph four of this affidavit, which is dated
7 March 16, 2001, and ask you to take a look at
8 that. And you're also free, if you need to, to
9 read any other part of that affidavit that you'd
10 like.
11 Could you read that into the
12 record when you're done reading it for yourself?
13 A. Okay.
14 Q. Now, could you read that paragraph
15 four into the record for us?
16 A. "By way of background, there is
17 more than one way in which a musical work may be
18 registered with BMI. For songs, the common way
19 is for either the writer or the music publisher
20 to submit a registration form. With respect to
21 themes and background music specifically written
22 for television, registration forms are rarely
23 submitted. These works, which is the type of
24 music in question in this action, are most often
25 registered with BMI through the submission of

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1 cue sheets by the producer of each episode of
2 each show series or film."
3 Q. Is that statement consistent with
4 your understanding of how this works, the
5 registration with BMI?
6 A. Well, I've only done the cue sheet
7 parts, so I've never done any kind of
8 registration form that's here. With respect to
9 the cue sheets, yes.
10 Q. That is consistent?
11 A. Yes.
12 Q. That's the form that's used when
13 music is written specifically for the TV
14 production?
15 A. Well, it's a record of what's in
16 the show. Whether it was originally written
17 for the show, I don't know, but it's just a
18 list of what music is contained within the
19 show.
20 Q. Well, you see that Ms. Alison
21 Smith says -- she uses the word "specifically"?
22 A. Well, she may have a broader
23 knowledge than I have of that, but as far as I
24 know, the cue sheet was really just a record of
25 what's within the show. Just like you know who

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1 the writer is, you know who the composer is, you
2 know all of that stuff.
3 Q. But --
4 A. But if it was written specifically
5 for the show, that was never a consideration
6 that I had. It was just contained within the
7 show, is why I thought it was on a cue sheet.
8 Q. Again, who supplied the
9 information in the cue sheet?
10 A. The actual --
11 Q. Who prepared the cue sheets?
12 A. The physical cue sheets were
13 probably prepared through Marvel and Bill
14 Dobishinski and us. The information had to
15 have been given -- this part (indicating) from
16 Sunbow, and it wasn't me that gave that break
17 out.
18 Q. You said it was Tom and Joe?
19 A. Yes.
20 Q. Okay. Now, could you tell me
21 which of these properties I'm showing you now,
22 there is a boxed set G.I. Joe, Jcm, G.I. Joe The
23 Movie, Transformers CDS --
24 MS. KITSON: Those are DVDs.
25 A. Those are DVDs, not CDS.

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Multi-Page™

Dep of Carole Weitzman
Taken on May 19, 2003

1 Q. Let's start with, are you familiar
2 with these products?
3 A. The shows? I've seen these
4 materials, but that was all done through the
5 sales team. Any of the sales to create these
6 things was done through the sales team. I gave
7 the master show and then whatever was done with
8 that, was done with it.
9 Q. Well, do you know whether the
10 music was written specifically for, for example,
11 the G.I. Joe videos I'm showing you now, the
12 boxed set?
13 MS. KITSON: Objection, the
14 witness doesn't know what music is on the
15 videos you're showing her.
16 MR. MONAGHAN: Well, maybe she
17 does.
18 Let me show it to her.
19 Q. You were at Sunbow in 1999,
20 correct?
21 A. Um-hum.
22 Q. And G.I. Joe was a Sunbow
23 production?
24 A. Yes.
25 Q. And you said you weren't familiar

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1 offices, we worked there, so things evolved
2 throughout. So when I say in the early years
3 what deals were set up, I just found out what
4 the deals were or what had to be put, and
5 that's kind of the evolution of my position.
6 Q. Who did you report to when Sony
7 was the owner?
8 A. Well, when Sony first acquired us,
9 there was Ted Green that was there, he was the
10 head of it, and then Becky Mancuso. So I pretty
11 much reported to Ted. And he left near the very
12 end of Sony and then Becky took over for a while
13 and then they just -- it fell apart. And from
14 what I understood, part of Sony's deal with
15 Loonland is they had to deliver the Cramp Twins
16 series. So that's when I started to work with
17 George Becker, because he needed me to help
18 fulfill the delivery of that series. So I
19 hadn't worked with George the whole time I was
20 there, but at the end he was kind of left with
21 the leftovers.
22 Q. Is that at 100 Fifth?
23 A. No, George was at Sony.
24 Q. Where was that office?
25 A. We stayed at 100 Fifth Avenue.

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1 with Rhino Entertainment Company; is that right?
2 A. No. I saw it on the boxed set
3 now, so I know, but as I said, I didn't do the
4 deal with them, that's a sales function.
5 Q. I'm sorry, were you there after
6 Sony was involved at Sunbow?
7 A. Yes, in the late '90s, right.
8 Q. And that's after Tom and Joe sold
9 the company to Sony?
10 A. Right.
11 Q. You remained on?
12 A. Um-hum.
13 Q. At the risk of repetition, just
14 for --
15 A. Yes, I did.
16 Q. I won't ask it again.
17 A. And just to clarify for you, when
18 I started at Sunbow in '80, I had been a
19 teacher for 10 years, so I was a PA, I worked
20 with Tom and Joe, they taught me, they gave me
21 more and more responsibility. Starting up in
22 the '90s, they started delegating a lot of their
23 work, because they had their own advertising
24 agency throughout the whole term, to C.J., who
25 was then the president. We moved out of their

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1 Sony Wonder was up in the Sony building.
2 Q. Okay. And what was Ted Green's
3 title?
4 A. I don't know. He was somehow the
5 head of Sony Wonder. I don't know what his
6 title was.
7 Q. And he was also at the Sony Wonder
8 building?
9 A. Yes.
10 Q. And Becky Mancuso, likewise?
11 A. She was in LA Sony Wonder.
12 Q. And during the time that Sony
13 owned the company, which is from 1997-ish?
14 A. I don't know. They were my worst
15 years, nothing to do with Sony.
16 Q. Through what, 2001?
17 A. Yes, the end of 2001. Once we
18 delivered Cramp, I think that was their final...
19 Q. Where were the records kept?
20 MS. KITSON: Objection as to the
21 records. Vague.
22 Q. The business records?
23 A. All of my stuff.
24 Q. Sunbow's records?
25 A. Sunbow Production, my part was

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Multi-Page™

Dep of Carolc Weitzman
 Taken on May 19, 2003

1 down with me. There was still a sales team
 2 that was still down there.
 3 Q. Were you ever present at a meeting
 4 with Joe Bacal at any time where there was a
 5 discussion of percentages of interests in a
 6 song?
 7 A. No.
 8 Q. Do you have any knowledge as to
 9 why Anne Bryant wouldn't be paid mechanical
 10 royalties on videos or DVDs that have music
 11 composed by her?
 12 A. I honestly don't know what her
 13 deal was.
 14 Q. Well, aside from her deal, do you
 15 know why --
 16 A. I don't know what a mechanical
 17 royalty is. I know what -- I don't know
 18 specifically what that means, regarding --
 19 Q. Well, assume for the sake of my
 20 question that a mechanical royalty is something
 21 other than a performance royalty and it's a
 22 royalty generated by some mechanical iteration
 23 of a composition, a record, a DVD, a movie,
 24 something like that. Do you know why she's not
 25 getting any money, assume she's not getting any

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1 money, do you know why she's not getting any
 2 money on any of these compositions?
 3 A. No.
 4 Q. Do you know what Sunbow's position
 5 is with respect to that issue?
 6 A. In the contracts I've done,
 7 composers don't get anything other than the fee
 8 that you give them up front and any ASCAP or
 9 BMI that they are entitled to for their share.
 10 Q. And when you say then in the
 11 contracts you've done, could you give me an
 12 example of a contract you've done?
 13 A. Oh, you mean with the composers
 14 that I've worked with?
 15 Q. Yes.
 16 A. Helene Muddiman, she just did
 17 Cramp Twins for us.
 18 Q. Let me go back up a little bit.
 19 You say in the contracts that you've done, the
 20 composers don't get anything but their
 21 performance royalty?
 22 A. They get the performance royalties
 23 and an amount of money to do a certain library
 24 of cues.
 25 Q. So whatever mechanical royalties,

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1 for the sake of my question, would go where?
 2 A. I've never mentioned mechanical
 3 royalties in contracts.
 4 Q. Okay, whatever other royalties
 5 there are?
 6 A. If there are other royalties, I
 7 would imagine they would go to Sunbow, but I
 8 don't know for sure.
 9 Q. Now, did that represent some sort
 10 of a change in policy at Sunbow with respect to
 11 payment of royalties?
 12 A. What I've done, versus what
 13 existed? I really don't know what existed
 14 before. I thought what I have done is kind of
 15 the template for what the deals have been.
 16 Q. Okay. That's from the time you
 17 were involved in doing those?
 18 A. Um-hum.
 19 Q. You say you don't know what --
 20 A. I don't know the deals.
 21 Q. Well, do you know whether it was a
 22 change in any way, shape or form?
 23 A. No, I don't.
 24 Q. And a typical contract that you
 25 talked about, again, please, what was the name

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1 of that party?
 2 A. Helene, H-E-L-E-N-E, Muddiman,
 3 M-U-D-D-I-M-A-N.
 4 Q. And this was on the Cramp Twins?
 5 A. Yes.
 6 Q. Could you give me an example of
 7 one a little older than that?
 8 A. Well, all of the deals that I've
 9 been involved with -- I'm trying to think of the
 10 series. Nathan Wang did it for Fat Dog Mendoza,
 11 it's another series. Hey, it's cartoons, you
 12 know.
 13 Q. And were these compositions
 14 written as commercials or written for these
 15 production?
 16 A. Written for the productions.
 17 Q. And when you said, "in the
 18 contracts that you've done," were you talking
 19 about contracts with respect to TV productions?
 20 A. Yes.
 21 Q. So you weren't talking about music
 22 that was originally composed for commercials?
 23 A. No, I have not been involved in
 24 the commercial area. That was Griffin Bacal,
 25 which was a separate company and a separate

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1 commercial division.
 2 Q. Did you ever say to Anne in words
 3 or substance that you thought the talent was
 4 overpaid?
 5 A. No.
 6 Q. You never expressed that sentiment
 7 to her?
 8 A. I can't imagine saying that,
 9 although I felt it on many occasions.
 10 Q. Did you tell her, in or about
 11 1998, that Sunbow no longer pays composers of
 12 underscores because they get to keep their
 13 royalties and they're satisfied with that?
 14 A. I don't even remember talking to
 15 her in '98.
 16 Q. Well, don't hold me to the year,
 17 but did you ever express that sentiment to her?
 18 A. By saying that the composers get
 19 the money and they keep it?
 20 Q. That's enough.
 21 A. That's what we're doing, so it's
 22 consistent with what we're doing. I just can't
 23 imagine that was a conversation, but...
 24 Q. It's possible?
 25 A. I honestly don't remember talking

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1 to her.
 2 Q. Who was the person responsible for
 3 communicating the names and percentages of the
 4 authorship of the composition to Sunbow's
 5 administrator, Bill Dobishinski?
 6 A. I don't really know. I mean, I
 7 didn't have that information, so if it was
 8 communicated, it was either Tom, Joe or probably
 9 through them from the Finance Department.
 10 Q. When Sunbow was sold to Sony, did
 11 Sunbow have to advise Sony of its interests in
 12 various properties, what it owned in various TV
 13 properties, stuff like we're talking about right
 14 here?
 15 A. The only thing I had to give were
 16 copies of the copyright forms, that's what I had
 17 to provide during the deal. I don't know what
 18 else they had to -- Sunbow had to provide to
 19 Sony, I don't know.
 20 Q. Did you have charge of the
 21 copyright forms or custody of them?
 22 A. Um-hum.
 23 Q. And why did you have custody of
 24 those?
 25 A. Because I would register them. I

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1 would get the forms for every episode, so would
 2 our attorney, make sure it was right, and then
 3 for every subsequent half hour, I would register
 4 it once the show aired.
 5 Q. Where would you register it?
 6 A. The Office of Copyright.
 7 Q. The Copyright Office in
 8 Washington?
 9 A. Washington, yes.
 10 Q. Do you know what an arranger's
 11 function is with respect to a musical
 12 composition?
 13 A. No.
 14 Q. Do you know whether arrangers
 15 receive fees?
 16 A. Don't know.
 17 Q. Did you notice in some of the
 18 documents that you have G.I. Joe opening theme
 19 and then you have some other theme, closing
 20 theme, that type of thing?
 21 A. Yes.
 22 Q. You've seen that before?
 23 A. Um-hum.
 24 Q. Okay. Who makes the determination
 25 as to the identity of that piece of music,

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1 calling it a closing theme or opening theme?
 2 A. Well, for every show there's -- in
 3 visual, it's called a main title, it's the
 4 beginning of the show that kind of tells the
 5 back story in animation, and there was a theme
 6 that goes over that, so it's the theme show.
 7 And generally, it's repeated at the end of the
 8 show over the end credits.
 9 Q. Okay. But in the registration
 10 with BMI, and I could show you some and I'm
 11 sure you've seen them, they've used
 12 designations like that, opening theme, closing
 13 theme, whatever. Who tells BMI what name to
 14 give to the piece of music?
 15 A. Oh, we name the cues. We, meaning
 16 the composer.
 17 Q. Sunbow?
 18 A. Well, no, the composer generally.
 19 I mean there are cues that are done for anxious
 20 time, there are cues that are race time.
 21 Q. Right.
 22 A. Each cue is given a name by the
 23 composer, and then that is given as a library to
 24 the editor that puts it together.
 25 Q. To the music editor?

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1 A. Yes. And they use the cues, the
 2 list of cues.
 3 Q. Now, do you know of any
 4 circumstance where an originally composed theme
 5 by, let's say, Anne Bryant could then become the
 6 property of somebody else who may have
 7 rearranged it or changed the music in some
 8 respect, would that be a situation where someone
 9 else would get credit for her music?
 10 MS. KITSON: Objection to the
 11 form.
 12 Q. Do you understand that question or
 13 is that too long?
 14 A. No, it's not too long, I'm trying
 15 to understand it. I don't know. The only time
 16 we ever redid a series, we did G.I. Joe Extreme
 17 and we did Transformers Generation X, I forgot
 18 the name of it. So if you're saying she
 19 composed themes for that, there was music in
 20 those series. I don't know if they were
 21 rearranged themes, I don't know what they were,
 22 but I'm just saying those were the only shows.
 23 Like out of this show, Jem died as a series, My
 24 Little Pony died. A lot of these shows stopped
 25 airing in '86 or '87. The only ones that we

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1 did, kind of coming back was G.I. Joe and
 2 Transformers.
 3 Q. They are coming back?
 4 A. They were, you know, in the
 5 mid-'90s.
 6 Q. Well, do you know what is being
 7 sold now on AMAZON.COM, for example?
 8 A. No.
 9 Q. Whose job was it at Sunbow to make
 10 sure that Sunbow as publisher was getting its
 11 correct performance royalties?
 12 A. At Sunbow, itself? Well, I know
 13 Bill worked with the Finance Department, Bill
 14 Dobishinski, I mean because he got his fee. He
 15 was the one that tracked all of this. There was
 16 nobody at Sunbow who knew the music business to
 17 do this.
 18 Q. But how did Sunbow know whether or
 19 not it was getting shorted, if it was getting
 20 shorted?
 21 A. They hired him to do the
 22 administration and look over it, the same way we
 23 hired Sony afterwards to do that, before they
 24 ever bought us, when Bill disappeared.
 25 Q. I'm sorry, let me get that again.

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1 You hired Sony to do the same thing that --
 2 A. Sony has an administration
 3 division, ATV. We interviewed a lot of
 4 different music administrators after Bill left
 5 and then we hired Sony to do that,
 6 coincidentally, it has nothing to do with the
 7 Sony Wonder sale, and that was before they ever
 8 bought us.
 9 MR. MONAGHAN: Let me mark this
 10 document, please.
 11
 12 (Weitzman Exhibit D, Form
 13 submitted by Sony ATV during the time it
 14 was administering Sunbow's publishing,
 15 marked for identification.)
 16
 17 Q. Are you familiar with Exhibit --
 18 take a look. Let me give you a minute.
 19 A. No, I've never seen this.
 20 Q. Well, I think it says cue sheet
 21 there, doesn't it?
 22 A. It's not a cue sheet, I don't
 23 think. No.
 24 Q. Okay. But you do see that Sony
 25 is --

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1 A. The submitter, Sony ATV?
 2 Q. Sorry?
 3 A. Sony ATV, it says, as submitter.
 4 Q. Right. Would this be a form, if
 5 it's not a cue sheet, submitted by Sony ATV
 6 during the time it was administering Sunbow's
 7 publishing?
 8 MS. KITSON: Objection.
 9 A. I've never seen this, so I don't
 10 know who submitted it or when. I mean, I see
 11 it's dated 1997, but I've never seen it.
 12 Q. Was Sony doing the publishing
 13 administration for Sunbow in that period of
 14 time?
 15 A. I imagine it was. There is a
 16 contract with them, but, yeah, I would imagine
 17 it was.
 18 Q. And is that at or about the time
 19 when they took over from Bill Dobishinski?
 20 A. It was in the '90s when we did it,
 21 when we moved into the office of 100 Fifth
 22 Avenue, I don't remember the year, but I have
 23 not seen these. This sheet, this girl Elise
 24 worked for me a long time ago. Oh, yeah, I see
 25 it's 85, that's not a new one.

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1 Q. There may be more than one
 2 document together there.
 3 A. Maria Perez, I don't know who that
 4 is. Wholly Molley music. Oh, the Scotty
 5 Brothers, they were the people who worked on the
 6 Transformers movie. But these other sheets, I
 7 don't know what they are.
 8 Q. Okay. Did you give me the names
 9 of the people in the Finance Department?
 10 A. Yeah, it was Bill Biehl, Bob
 11 Darcy, Raul Soto, Andrew Carpon.
 12 Q. Who had custody of employment
 13 records at Sunbow?
 14 A. I don't know for sure, but C.J.
 15 was the president and Tom and Joe. I don't
 16 know where the records were. Like a Human
 17 Resource, is that what you're talking about?
 18 Q. Yes.
 19 A. We didn't have Human Resource, so
 20 it was probably done through C.J. and the
 21 finance guys.
 22 Q. Do you know whether those records
 23 were turned over to Loonland?
 24 A. I don't know, but they would have
 25 been turned over to Sony first, if they were

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1 turned over to anybody. And then I don't know
 2 what Sony did.
 3 Q. And where is C.J. Kettler?
 4 A. C.J. does free-lance work in the
 5 industry, I don't know where she is now.
 6 Q. Do you know where she lives?
 7 A. Yeah, she lives in the city.
 8 Q. In the city?
 9 A. Yeah.
 10 Q. And for whom does she do
 11 free-lance work?
 12 A. I think it's a company called
 13 Solara. She used to work at Oxygen, that's where
 14 I knew her last.
 15 Q. That's the cable?
 16 A. Yes.
 17 Q. And when did she leave the
 18 company?
 19 A. When it was sold. She and Tom --
 20 oh, no, actually she stayed on after Tom and Joe
 21 and she sold it. She stayed on with Sony, and
 22 I'm trying to think, around the time Ted left
 23 she went to work at Oxygen.
 24 Q. How is it that Ms. Kitson is here
 25 representing you today, who hired her?

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1 A. Sony, I believe. Sunbow, Sony.
 2 Q. Well, do you know?
 3 THE WITNESS: You told me, but I
 4 forgot.
 5 A. I don't remember if it is Sony or
 6 Sunbow. I think Sunbow.
 7 Q. Did you ever see the BMI
 8 statements that were prepared from time to
 9 time?
 10 A. No, I don't think so.
 11 Q. So if I showed you BMI statements
 12 now, you would not have familiarity with those;
 13 is that correct?
 14 A. I could look at it and see if it's
 15 something that's familiar, I may not have known
 16 what it was called, do you know what I mean?
 17 Q. Yeah, but you would not be able to
 18 testify about the information in the form; is
 19 that right?
 20 A. Right.
 21 Q. Now, you testified earlier about
 22 the Mary Williams Clearance Corporation, and I
 23 think your testimony was that if you didn't own
 24 the music, or if Sunbow didn't own the music
 25 you, would use this Mary Williams Clearance

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1 Corporation?
 2 A. If we wanted a sync license.
 3 Q. A sync license?
 4 A. Yeah, if we wanted to use another
 5 composer's music, and it was basically done in
 6 the Great Space Coaster, I don't remember it
 7 done in any of the animated series, that we
 8 would use Mary Williams to get the sync
 9 license, and then we would be able to use it in
 10 the show.
 11 Q. And the sync license is what, for
 12 the record?
 13 A. It was called a sync license. The
 14 right to use it.
 15 Q. In the production of some sort of
 16 movie or film?
 17 A. Yeah, TV or -- right.
 18 Q. Is it the synchronization of the
 19 movie with the film?
 20 A. I don't know what the name comes
 21 from. To me it was just a license to use the
 22 music. Not the recording of the person that
 23 originally recorded it, but to re-record it for
 24 your show.
 25 Q. Do you know the Harry Fox Agency?

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1 A. They were one of the people that
 2 Mary used to talk to to get rights.
 3 Q. Okay. And I'm going to show you a
 4 batch of documents, which are Bates stamped 2205
 5 through 2397. And we'll let the reporter mark
 6 collectively, which appear to be Mary Williams
 7 Clearance Corporation cue sheets addressed to
 8 Sunbow Productions, reflecting various
 9 compositions, although actually it looks like
 10 they are all Transformers.

11 I ask the reporter to mark that,
 12 and then if you could take a look at it.

13 MS. VALENCIA: Patrick, where do
 14 those Bates numbers come from?

15 MR. MONAGHAN: Ours.

16 (Weitzman Exhibit E, Document
 17 bearing production numbers 2205 through
 18 2397, marked for identification.)
 19
 20

21 A. So these are cue sheets, they are
 22 not BMI things.

23 Q. No.

24 A. This is not what you were talking
 25 about. Oh, okay.

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1 these forms, Exhibit E?

2 A. They appear to be cue sheets from
 3 the first group of Transformer shows.

4 Q. Would these have been in the
 5 possession of Sunbow?

6 A. I don't know. I don't remember
 7 these, but I would imagine they would be, but I
 8 don't know.

9 Q. Do you know whether Mr. Bacal is
 10 getting royalties, other than performance
 11 royalties, on any of these DVDs that I'm showing
 12 you, that are in front of me now?

13 A. I have no idea.

14 Q. You have no idea?

15 A. No.

16 Q. Do you know where Tom Griffin is
 17 now?

18 A. Yeah.

19 Q. Where would he be?

20 A. In Scarsdale.

21 Q. Is he working?

22 A. I don't think so.

23 Q. Do you know who John Douglas is?

24 A. He was a composer for the early
 25 series.

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1 MS. KITSON: I would state for the
 2 record that these sheets all indicate that
 3 Sunbow Productions Incorporated is the
 4 producer, but they are not addressed to
 5 Sunbow Productions.

6 A. We used Mary Williams, as I said,
 7 for the G.I. Joe show, so she may have just -- I
 8 don't remember her doing it, but she might have
 9 just prepared --

10 Q. Well, these are Transformers,
 11 aren't they?

12 A. Right, they are.

13 Q. It's not G.I. Joe?

14 A. Right.

15 MR. MONAGHAN: You gave us these,
 16 Roseann.

17 MS. KITSON: No, we did not
 18 produce those to you. You produced those
 19 to us.

20 MR. MONAGHAN: Where did we get
 21 them?

22 A. She must have done this before
 23 Bill got involved, I guess. These are for the
 24 first series, '84, '85.

25 Q. Do you have any information about

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1 Q. Of what?

2 A. G.I. Joe, I think, and
 3 Transformers. I never met him, I didn't know
 4 him. I think they met him through Marvel.

5 Q. Do you know what underscoring is?

6 A. The background music.

7 Q. Now, is that original music or is
 8 it the rearrangement of existing music?

9 A. Well, typically it's original
 10 music, but it's frequently in animated series,

11 the theme is used throughout the show. It
 12 brings the kids back into the da, da, da, and
 13 then they do a run, and then whenever they come
 14 back they do another cue, but they frequently
 15 revisit cues of the theme throughout a series.

16 Q. Did you know what John Douglas'
 17 involvement was with Transformers?

18 A. No. I mean I'm seeing it on these
 19 sheets that he wrote a lot of the cues, but I...

20 Q. Did you ever hear of Mr. Bacal
 21 saying that Ford Kinder and Anne gave him a
 22 percentage interest in Transformers?

23 A. No.

24 Q. Do you know what Barry Harmon's
 25 involvement was with Transformers?

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Dep of Carol Weitzman
Taken on May 19, 2003

1 A. No. I know Barry is typically a
2 lyricist, he's not a composer, but I don't
3 remember that.

4 Q. Are there lyrics through the
5 Transformers themes, any of them?

6 A. Yeah, there were, I think.

7 Q. Do you know who composed the
8 lyrics?

9 A. No.

10 Q. Do you know Spence Michelin?

11 A. No.

12 Q. Do you know Andy Hayward?

13 A. Yes.

14 Q. Who is Andy Hayward?

15 A. He's the head of DIC.

16 Q. How do you spell DIC?

17 A. D-I-C, it's initials.

18 Q. For what?

19 A. I don't know.

20 Q. What is DIC?

21 A. It's an animation production
22 company.

23 Q. Does he compose music?

24 A. I don't know.

25 Q. Do you know Monroe Michaels?

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1 A. No.

2 Q. Did you ever hear of Andy Hayward
3 using that as a pseudonym?

4 A. No. That's a funny name. No, I
5 meant if you know Andy, that's not at all like
6 him.

7 Q. Well, if I were to show you page
8 289 of a BMI catalog, this was testimony given
9 at Mr. Bacal's deposition, Monroe Michaels is
10 credited on the cue sheet as having some
11 interest in composing the music.

12 MS. KITSON: Objection. Is there
13 a question pending?

14 Q. Do you know why that would be?

15 A. DIC is a company that produced
16 G.I. Joe shows competitive with us. The shows
17 were taken away from Sunbow at a point and
18 given to DIC to produce with Hasbro. So I
19 don't really know who worked on that series, it
20 didn't have anything to do with us, Sunbow.

21 Q. This was competitive to Sunbow?

22 A. Yes.

23 Q. And that was taken away by whom?

24 A. Hasbro, I believe. I guess they
25 had a lesser bid for doing the series. And

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1 Hasbro assigned -- I don't know how many
2 episodes were done, but it was quite a bit, I
3 think.

4 Q. Do you know Larry Bernstein?

5 A. He's with Hasbro. He was with
6 Hasbro, I don't know what he does.

7 Q. Product manager, does that sound
8 familiar?

9 A. I don't really know.

10 Q. Paul Weinberg?

11 A. No.

12 Q. Steven James Taylor?

13 A. No.

14 Q. Do you have any records at all
15 pertaining to your employment at Sunbow?

16 A. No.

17 MR. MONAGHAN: Give me a few
18 minutes.

19

20 (Recess taken.)

21

22 BY MR. MONAGHAN:

23 Q. Let me direct your attention back
24 to the summer of 1993. I know it's a long time
25 ago, 10 years ago.

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1 A. It's hard to believe, isn't it?

2 You hear '93, it sounds as if it was yesterday.

3 Q. Was there some particular event
4 that occurred at Sunbow at that particular time
5 which required filing cue sheets, changing
6 registrations at BMI?

7 A. Not that I know of.

8 Q. Ms. Weitzman, I would like to show
9 you now page 49 of Ms. Bryant's BMI catalog
10 dated March 16, 2000. And I would like to
11 direct your attention to the two middle entries
12 dealing with My Little Pony and Friends.

13 A. Okay.

14 Q. Now, you know that the publisher
15 generally takes care of the registrations with
16 BMI; is that right?

17 A. I only know as far as giving the
18 cue sheets, I don't know what else has to
19 happen.

20 Q. Well, do you see that next to --
21 do you see you have both Starwild and Wildstar
22 Music shown on My Little Pony and Friends with a
23 P for publishing?

24 A. Oh, yes.

25 Q. By the way, are you familiar with

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Multi-Page™

Dep of Carole Weitzman
 Taken on May 19, 2003

1 this form that I'm showing you?
 2 A. No, I've never seen this.
 3 Q. Under what circumstances would
 4 Sunbow cause a form to be filed with either BMI
 5 or ASCAP, how would they make that decision?
 6 A. I have no idea.
 7 Q. Well, I'm going to show you now
 8 the Jem videos. These have both been marked
 9 previously at Mr. Bacal's deposition. And I
 10 direct your attention to the back showing the
 11 credits or production, I guess. And I ask you
 12 why it is that these are shown as Sunbow
 13 Productions, Inc./Wildstar rather than Sunbow
 14 Productions, Inc./Starwild?
 15 A. I have no idea. I don't know.
 16 Q. You know that Anne Bryant is a BMI
 17 writer, correct?
 18 A. No, I don't remember that. But it
 19 is according to this, right?
 20 Q. You didn't remember that?
 21 A. No.
 22 Q. Okay.
 23 A. I know BMI, everybody always said,
 24 yielded greater money, revenue, than ASCAP, but
 25 I have no idea.

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1 Q. I hate to beat a dead horse, but
 2 let me beat it. If clearance forms were filed,
 3 I think your testimony is it would have been
 4 Joe or Tom that would have taken care of that;
 5 is that right?
 6 A. I didn't say they would have taken
 7 care of.
 8 Q. Under their direction?
 9 A. I said they know the deals that
 10 they made with people. I didn't make the
 11 deals, I don't believe anybody else would have
 12 made the deals.
 13 Q. Okay.
 14 A. Certainly in the early years.
 15 Q. And you personally have no
 16 knowledge of who filed clearance forms with
 17 BMI?
 18 A. I don't know what a clearance form
 19 is, I only know the cue sheet.
 20 Q. Do you know of anyone else who
 21 filed any forms with BMI?
 22 A. I don't know of anybody, no.
 23 Q. Or ASCAP?
 24 A. No.
 25 Q. Well, who would have done that?

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1 A. That's what I'm saying, I don't
 2 know who would have done that.
 3 MS. KITSON: Anybody else besides
 4 what her previous testimony has been?
 5 Q. You're not changing any of your
 6 previous testimony; is that right?
 7 A. No.
 8 MR. MONAGHAN: I think we'll mark
 9 this as well, the G.I. Joe boxed set of
 10 the three videos.
 11 A. Did you look at the end credits on
 12 there, the visual end credits to see if Wildstar
 13 and Starwild are both on there.
 14 Q. Where is the visual end credits?
 15 A. At the end of the video.
 16 Q. At the end of the video, itself?
 17 A. Yes. So I'm saying it could just
 18 be inadvertently left off the packaging, but not
 19 off the tape.
 20 Q. I appreciate that information.
 21 We'll take a look at it in that regard. But
 22 isn't it going to be one or the other, Starwild
 23 or Wildstar?
 24 A. I don't know. I don't remember
 25 using one versus the other, I'd have to look at

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1 the credits on the shows.
 2 Q. You do know that the writer can't
 3 be in both at the same time?
 4 A. Right, but sometimes the composer
 5 was one and the lyricist was another, so we had
 6 to list both.
 7 Q. Okay. When I said it can't be
 8 both at the same time, I'm talking about both
 9 performing rights societies, ASCAP and BMI?
 10 A. Right. No, I didn't know that, I
 11 thought they could be and just use the one they
 12 wanted.
 13 Q. But not on the same composition?
 14 A. Oh, right. No, yeah, of course,
 15 not on the same composition.
 16
 17 (Weitzman Exhibit F, G.I. Joe
 18 boxed set of three videos, marked for
 19 identification.)
 20
 21 Q. I'm showing you now this boxed set
 22 of G.I. Joe videos. If you could take a look at
 23 the production information on the back of the
 24 video. Is it not the same as --
 25 MS. KITSON: Of the individual

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1 tape or on the box itself?
 2 MR. MONAGHAN: The box itself.
 3 A. The box of the individual tape,
 4 you're talking about.
 5 Q. Right.
 6 A. Not the big box. Although on the
 7 big box, it's the same thing.
 8 Q. It's the same, isn't it?
 9 A. Yes.
 10 Q. Does this show Sunbow Productions
 11 Inc./Wildstar?
 12 A. Yes, and Hasbro.
 13 Q. And Hasbro. Does this appear to
 14 be a production during the period of time that
 15 Sunbow was owned by Sony?
 16 A. The video set or -- because the
 17 show is in '86. Do you mean when this video
 18 set was done?
 19 Q. Yes.
 20 A. I don't know.
 21 Q. Is this the Sunbow logo down at
 22 the bottom there, on the box?
 23 A. Yes. Oh, a division of Sony
 24 Wonder, there you go.
 25 Q. Right. And the same is true on

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1
 2 Q. Are you looking at Exhibit G,
 3 Ms. Weitzman?
 4 A. Yes, I am.
 5 Q. Could you tell me anything about
 6 that? That's the G.I. Joe The Movie?
 7 A. Um-hum.
 8 Q. That's a DVD?
 9 A. Yes.
 10 Q. Do you know who produced that DVD?
 11 A. The DVD, no. I know we produced
 12 the video, you know, the production.
 13 Q. We, meaning Sunbow?
 14 A. We, meaning Sunbow with Marvel,
 15 yes.
 16 Q. Do you know who is shown as the
 17 producer of this particular --
 18 A. Sunbow and Marvel.
 19 Q. Do you know when it was produced?
 20 A. Around '86.
 21 Q. This DVD?
 22 A. Oh, no, I'm talking about the
 23 show. I don't know about these tapes at all.
 24 Q. Could you tell us by looking at
 25 the DVD when that DVD was produced?

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1 the Jems?
 2 A. Yes.
 3 Q. Now, based on your familiarity
 4 with the business --
 5 MR. MONAGHAN: Actually, let's
 6 just mark each one of these in series.
 7
 8 (Weitzman Exhibit G, G.I. Joe, The
 9 Movie, marked for identification.)
 10
 11 (Weitzman Exhibit H, The
 12 Transformers, The Movie, marked for
 13 identification.)
 14
 15 (Weitzman Exhibit I, The
 16 Transformers, Villains-The Ultimate Doom,
 17 marked for identification.)
 18
 19 (Weitzman Exhibit J, The
 20 Transformers, Heroes-The Rebirth, marked
 21 for identification.)
 22
 23 (Weitzman Exhibit K, Inhumanoids,
 24 The Evil That Lies Within, Episode one
 25 through five, marked for identification.)

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1 MS. KITSON: Objection.
 2 MR. MONAGHAN: I realize it speaks
 3 for itself, but all objections except as to
 4 form are reserved.
 5 MS. KITSON: She's already
 6 testified she doesn't know about the DVD.
 7 Her answer stands. She knows about the
 8 show, but not the DVD itself. Any
 9 questions about the DVD go beyond her
 10 firsthand knowledge.
 11 MR. MONAGHAN: I'm now going on
 12 her experience in the industry and being
 13 familiar with these products.
 14 A. I'm just looking at the copyright,
 15 it says 2000, that's the only way I would have
 16 any idea when it was.
 17 Q. Who, according to that, holds the
 18 copyright?
 19 A. It says Rhino Entertainment.
 20 There is also a copyright for Sunbow.
 21 Q. What is it that they are claiming
 22 a copyright of?
 23 MS. KITSON: Objection.
 24 A. I have no idea.
 25 Q. Could I have that one back?

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Dep of Carole Weitzman
Taken on May 19, 2003

1 A. (Handing.) You didn't finish
2 watching it last night?
3 Q. Let me interrupt with one
4 question. Were you familiar with any licensing
5 deals being done with anyone out in California?
6 A. No.
7 Q. By the way, on Exhibit G, do you
8 notice Mr. Bacal's name appears as supervising
9 producer, also as a producer, along with
10 Mr. Griffin, did you see that on the front?
11 A. No. Okay.
12 Q. That's the same Joe Bacal we've
13 been talking about, right?
14 A. Yes.
15 Q. Okay. Did you ever deal with
16 anybody at Marvel?
17 A. Sure. Yes.
18 Q. Who would that be?
19 A. Margaret Loesch, L-O-E-S-C-H, Lee
20 Gunther, Jim Graziano, he was my counterpart
21 there. And then the production team. I don't
22 remember their names specifically. We worked
23 with them for five, six years.
24 Q. And where are they located, these
25 individuals?

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1 A. Well, I know Lee passed away,
2 Margaret I don't know, Jim Graziano is just
3 being a house dad right now.
4 Q. Where was the company when you
5 dealt with them?
6 A. Marvel? LA. It was before we
7 opened our own studio.
8 Q. Before Sunbow opened its own
9 production studio?
10 A. Yes.
11 Q. Now, this, of course, is in DVD
12 format, which is relatively recent technology.
13 You don't have any knowledge of how this came to
14 be?
15 A. No.
16 Q. You were unaware that there was a
17 DVD out?
18 A. No, I didn't know.
19 Q. Could you look at the next
20 exhibit, please. H, I guess.
21 A. It's Transformers The Movie.
22 Q. What production information is on
23 the jacket of that?
24 A. Exec producer is Margaret and Lee,
25 supervising producer is Joe Bacal, produced by

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1 Joe and Tom, Joe Bacal and Tom Griffin.
2 Q. Do you know where Joe Bacal lives?
3 A. In Westchester. North Salem, West
4 Salem. I don't know, I think that's
5 Westchester.
6 Q. And do you know who he works for
7 now?
8 A. He doesn't work for anybody.
9 Q. Do you know what he does for a
10 living?
11 A. He's kind of not working. He does
12 some script once in a while for Four Kids
13 Productions, my company, once in a while, but he
14 doesn't have a job job, it's for fun.
15 Q. Do you know who Nelson Shin is?
16 A. Yes, he's an animation producer.
17 He has a studio over in Korea.
18 Q. Used from time to time by Sunbow?
19 A. Oh, yeah, a lot. I like him, he
20 has a good animation studio.
21 Q. The next one, please.
22 A. It's J, right?
23 Q. Yes.
24 A. Transformers --
25 MS. KITSON: It's I.

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1 A. Yes, I, sorry. Transformers,
2 Collector Edition. This is the series when we
3 redid it because you could tell by the framing
4 of it, it was a new version.
5 Q. It's a new version?
6 A. Yes. Same animation, new sound
7 effects, new computer graphics and things.
8 Q. What about the music, or you
9 wouldn't know?
10 A. I don't remember that.
11 Q. Who produced this?
12 A. Sunbow -- oh, you mean the DVD?
13 Q. Yes.
14 A. Rhino.
15 Q. Incidentally, did you ever watch
16 any of these videos?
17 A. Not lately. In the '80s they were
18 pretty cool. Oh, yeah, more than I wanted to.
19 J is again Transformers, it's a
20 Rhino DVD.
21 Q. And these are, so far as I could
22 tell, they are all Wildstar, aren't they? For
23 example, J is Wildstar, I could tell.
24 A. I'm just looking on the back.
25 Wildstar, yes.

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Dep of Carole Weitzman
 Taken on May 19, 2003

1 Q. Now, if I'm reading this
 2 correctly, on the back it seems to indicate
 3 Rhino Home Video is an AOL Time Warner
 4 Entertainment Company. Did you --
 5 A. I didn't know it, I just read it
 6 myself.
 7 Q. Does that appear to be the case?
 8 A. Yes.
 9 Q. And what was the last one?
 10 A. K, Inhumanoids. I don't see
 11 Wildstar on Inhumanoids.
 12 Q. Do you know of any connection that
 13 any AOL Time Warner entity would have had with
 14 anything that Sunbow was involved?
 15 A. No.
 16 Q. You don't know of any deals that
 17 were made?
 18 A. No, but, again, any home video
 19 deals were generally done through the sales
 20 team, it was part of their domain.
 21 MR. MONAGHAN: All right, give me
 22 a minute, I think we're winding up.
 23
 24 (Recess taken.)
 25

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1 BY MR. MONAGHAN:
 2 Q. Did Sunbow produce TV or radio
 3 commercials for Griffin Bacal?
 4 A. No.
 5 Q. Who produced the commercials for
 6 Griffin Bacal related to these products?
 7 A. Griffin Bacal was an advertising
 8 agency, and they had their own teams. There
 9 were guys assigned for G.I. Joe or Transformers
 10 and things like that.
 11 Q. Do you know who they were?
 12 A. No.
 13 Q. So Sunbow was limited to TV
 14 production and --
 15 A. Yes.
 16 Q. -- videos?
 17 A. We never produced the videos.
 18 Q. It was limited to TV productions?
 19 A. Yes.
 20 Q. And then later on, we've seen
 21 these other things happening?
 22 A. Right. We've always sold the
 23 shows internationally.
 24 Q. Who had responsibility for the
 25 international sales?

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1 A. That was just the sales team.
 2 Q. Same sales team you identified
 3 earlier?
 4 A. Yes.
 5 Q. What's your last information about
 6 Mr. Dobishinski?
 7 A. Years ago, when we went --
 8 whatever year we signed up with Sony as
 9 administrators, maybe a year-and-a-half before
 10 that, he just kind of disappeared.
 11 Q. Is he an attorney, do you know?
 12 A. Yeah, he's an attorney. I think
 13 his company -- like you brought up TAMAD, I
 14 remember that was --
 15 Q. Mindy Miller, name familiar to
 16 you?
 17 A. It sounds familiar, but she worked
 18 in Griffin Bacal, not in Sunbow.
 19 Q. I don't know if you know this, but
 20 do you know who would pay the residual payments
 21 to the singers and musicians whose performances
 22 on the TV shows later found their way into
 23 these DVDs?
 24 A. No.
 25 Q. Do you have any familiarity with

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1 the Screen Actors Guild and the American
 2 Federation of Musicians?
 3 A. Well, we used to use SAG actors
 4 years ago as voice-over talent.
 5 Q. Do you know what a session fee is?
 6 A. No. Only for voice-overs I do,
 7 not in the music area.
 8 Q. Who was Sunbow's accounting firm?
 9 A. I don't know. I mean, I knew a
 10 lot of the accounting was done in-house.
 11 Q. Didn't they have an outside --
 12 A. They may have, I don't know.
 13 Q. Who was the bookkeeper, in-house?
 14 A. Well, there was Raul -- we shared
 15 -- when we were in the Griffin Bacal
 16 facilities, we shared the Accounting Department
 17 with Griffin Bacal.
 18 Q. And who was in charge of the
 19 Accounting Department?
 20 A. I'm sorry?
 21 Q. At that time, who was in charge of
 22 the Accounting Department?
 23 A. Bill Biehl and Bob Darcy. They
 24 were there at two separate times.
 25 Q. And later on, when you had your

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1 own facility?
 2 A. We had Andrew Carpon and then Sam
 3 Milstone near the very end.
 4 Q. Where is Mr. Milstone?
 5 A. I think in Baltimore. He moved.
 6 He was from there and he went back.
 7 Q. Would there be a record anywhere
 8 on how to reach him?
 9 A. I could find out.
 10 Q. We'll leave a space in the record
 11 and see if you could fill that in.
 12 REQUEST:
 13 MR. MONAGHAN: Thanks very much,
 14 Ms. Weitzman. Depending on what
 15 information comes out in the case, we may
 16 have to have you back, but I can't say that
 17 for sure right now.
 18 MS. KITSON: We'll take that under
 19 advisement.
 20
 21
 22 CROSS EXAMINATION
 23 BY MS. VALENCIA:
 24 Q. Ms. Weitzman, my name is Adrienne
 25 Valencia. I'm with the law firm of Duane Morris

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1 and we represent Jules "Joe" Bacal in this
 2 litigation. He's named as an independent
 3 defendant, and I just have a couple of questions
 4 for you.
 5 To your knowledge, did Mr. Bacal
 6 remain involved with Sunbow after Sony purchased
 7 the company?
 8 A. After Sony purchased it, no.
 9 Q. To your knowledge, after Sony
 10 purchased Sunbow, was Mr. Bacal provided with
 11 information concerning what royalties, if any,
 12 Sunbow received?
 13 MR. MONAGHAN: Object to the form.
 14 How would she know? There is no
 15 foundation.
 16 A. I wouldn't know.
 17 Q. To your knowledge, was information
 18 concerning Sunbow's general business activities
 19 provided to Mr. Bacal after Sony purchased
 20 Sunbow?
 21 MR. MONAGHAN: Objection to the
 22 form. How would she know? No foundation
 23 for that.
 24 A. Not that I know of.
 25 Q. To your knowledge, while Mr. Bacal

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1 was with Sunbow, this is prior to Sony's
 2 acquisition, did he have any involvement with
 3 the actual registrations of any compositions
 4 with BMI?
 5 MR. MONAGHAN: Object. She's
 6 covered that in the direct.
 7 A. No. I mean he would -- I would
 8 imagine he and Tom knew the information
 9 regarding the deals of the composers and then
 10 that was relayed.
 11 Q. But, to your knowledge, did he
 12 have any involvement with the actual
 13 registrations with BMI?
 14 A. Physical registrations, no.
 15 Q. And, to your knowledge, after
 16 Mr. Bacal left Sunbow, did he have any
 17 involvement with registrations of compositions
 18 at BMI?
 19 MR. MONAGHAN: Object. She said
 20 she has no knowledge about the clearance
 21 registration forms. The only testimony she
 22 could give is about cue sheets. And she
 23 made it very clear in her answers to my
 24 questions that she doesn't know about that,
 25 so I think it's misleading to give --

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1 MS. VALENCIA: The question is to
 2 her knowledge. Ms. Kitson is not directing
 3 her not to answer.
 4 MR. MONAGHAN: That's true, but
 5 I'm objecting to the form of the question,
 6 there is no foundation for it.
 7 MS. VALENCIA: It's noted for the
 8 record.
 9 MR. MONAGHAN: This witness has
 10 absolutely no knowledge with what Mr.
 11 Bacal did with respect to clearance forms.
 12 MS. VALENCIA: I didn't ask about
 13 clearance forms.
 14 MR. MONAGHAN: Yes, you asked
 15 about registrations, and they include
 16 clearance forms.
 17 MS. VALENCIA: If she has
 18 knowledge, then we'll follow-up. If she
 19 doesn't, that's the end of the question.
 20 MR. MONAGHAN: The only knowledge
 21 she has is about cue sheets.
 22 Q. Ms. Weitzman, do you recall the
 23 question?
 24 A. Yeah. I have no knowledge of him
 25 being involved in any aspect of registration.

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 Taken on May 19, 2003

1 MS. VALENCIA: Thank you,
 2 Ms. Weitzman. I have no further questions.
 3 MR. MONAGHAN: I have one
 4 follow-up.
 5
 6
 7 REDIRECT EXAMINATION
 8 BY MR. MONAGHAN:
 9 Q. Did any of your answers to
 10 Ms. Valencia's questions change anything that
 11 you had testified to on direct?
 12 A. No.
 13 Q. So your testimony about your lack
 14 of knowledge of filing of clearance forms with
 15 BMI remains as it was?
 16 A. Yes.
 17 Q. That is, you don't know anything
 18 about how that was accomplished?
 19 A. No.
 20 Q. And you don't know whether Mr.
 21 Bacal filed clearance forms or caused somebody
 22 else to file those clearance forms with BMI; is
 23 that right?
 24 A. Yes.
 25 Q. So it's just possible that he did

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1 in fact file clearance forms with BMI, isn't
 2 it?
 3 MS. KITSON: Objection.
 4 MS. VALENCIA: It's also possible
 5 he didn't.
 6 MR. MONAGHAN: Yes.
 7 A. Right, I'm not comfortable saying
 8 it's possible he did or he didn't, I don't know
 9 anything of it.
 10 Q. In fact you don't even know
 11 anything about those forms, do you?
 12 A. No.
 13 MR. MONAGHAN: Thank you.
 14 MS. KITSON: I have no questions.
 15
 16 (Whereupon, the deposition was
 17 concluded at 11:50 a.m.)
 18
 19
 20
 21
 22
 23
 24
 25

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1 A C K N O W L E D G E M E N T
 2
 3 STATE OF
 4 COUNTY OF
 5
 6
 7 I, CAROLE WEITZMAN, hereby certify
 8 that I have read the transcript of my
 9 testimony taken under oath in my deposition
 10 of May 19, 2003, that the transcript is
 11 a true, complete and correct record of my
 12 testimony, and that the answers on the record
 13 as given by me are true and correct.
 14
 15
 16 CAROLE WEITZMAN
 17
 18
 19 Signed and subscribed to me,
 20 this _____ day of _____
 21 2003.
 22
 23
 24 Notary Public
 25

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1 C E R T I F I C A T E
 2
 3 STATE OF NEW YORK)
 4) Ss.:
 5 COUNTY OF SUFFOLK)
 6
 7 I, Denise Posillico, a Notary
 8 Public within and for the State of New York, do -
 9 hereby certify: That CAROLE WEITZMAN, the
 10 witness whose deposition is hereinbefore set
 11 forth, was duly sworn by me and that such
 12 deposition is a true record of the testimon
 13 given by such witness.
 14 I further certify that I am not
 15 related to any of the parties to this actio
 16 by blood or marriage; and that I am in no
 17 way interested in the outcome of this
 18 matter.
 19 IN WITNESS WHEREOF, I have
 20 hereunto set my hand this 19th day of May, 2003.
 21
 22
 23
 24 DENISE POSILICO
 25

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vs.

BROADCAST MUSIC, INC.

*CONDENSED TRANSCRIPT
OF THE DEPOSITION OF:*

JULES M. BACAL

*TAKEN ON
NOVEMBER 15, 2001*

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17 and JANE DOES 1-10,	17
18 Defendants,	18 Bacal 5 Gem video 140
19	19 Bacal 6 Gem video 140
20	20
21	21
22	22
23 TRANSCRIPT of testimony taken by and before	23
24 TABITHA DENTZ, a Certified Shorthand Reporter and	24
25 Notary Public, at the offices of Duane, Morris &	25
1 APPEARANCES:	Page 4
2	1 INDEX TO LITIGATION SUPPORT
3 MONAGHAN, MONAGHAN, LAMB & MARCHISIO	2
4 BY: PATRICK J. MONAGHAN, JR., ESQ.	3 REQUESTS
5 25 East Salem Street	4 by Mr. Monaghan
6 Hackensack, New Jersey 07601	5 Sony acquisition contract 26
7 (201)-488-1201	6
8 Attorneys for the Plaintiff	7
9	8
10 DUANE, MORRIS & HECKSCHER, LLP	9
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12 380 Lexington Avenue	11
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15 Attorneys for the Defendant, Jules M. Bacal	14
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Jules M. Bacal

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<p>1 JULES M. BACAL, 2 residing at 670 West End Avenue, New York, 3 New York, 10025, having been duly sworn by the 4 Notary Public according to law, was examined and 5 testified as follows: 6 7 EXAMINATION BY 8 MR. MONAGHAN: 9 Q. Good afternoon, Mr. Bacal. My name 10 is Pat Monaghan and I am with Monaghan, Monaghan, 11 Lamb & Marchisio; we are attorneys for Anne 12 Bryant in this matter. This is a deposition 13 being conducted under the rules in New York. 14 I'm going to be asking you 15 questions, you will be presumably answering the 16 questions. Your counsel may have some comments 17 or objections along the way. I would ask you to 18 wait for my question to be completed before you 19 start an answer because the court reporter, as 20 able as she is, can't take the two of us at the 21 same time. 22 And if you don't understand my 23 question, please let me know. 24 A. Sure. 25 Q. I'll try and clarify it. If you</p>	<p>1 A. It's Jules, j-u-l-e-s, is my first 2 name, official first name, Michael is my middle 3 name and Bacal, b as in boat a-c-a-l. And most 4 people call me Joe. 5 Q. And how about your residence; where 6 do you live? 7 A. My residence is 670 West End 8 Avenue, New York, New York, 10025. 9 Q. And are you currently employed? 10 A. I'm retired. 11 Q. And what was your last employment? 12 A. My last employment was, I was 13 working at Griffin Bacal. 14 Q. Is that an advertising agency? 15 A. It's an advertising agency. 16 Q. And where was it located? 17 A. It's located at 437 Madison in New 18 York City. 19 Q. And when was it you retired from 20 Griffin Bacal? 21 A. In April of this year, 2001. 22 Q. And what position did you hold at 23 that time? 24 A. I was Co-Chairman of the agency, 25 which my partner and I had sold a hundred percent</p>
Page 6	Page 8
<p>1 answer one of my questions, I am going to assume 2 that you understood the question. 3 Is that fair? 4 A. That's fair. 5 Q. And I see you nodding and one of 6 the admonitions that we usually give witnesses is 7 that your answers have to be verbal. The 8 reporter can't take down a nod or a gesture 9 because that could possibly be misinterpreted. 10 Is that also fair? 11 A. That's fair. 12 Q. Okay. Have you ever testified 13 before? 14 A. Once. 15 Q. In what kind of a matter? 16 A. It was a divorce proceeding. 17 Q. Okay. 18 A. Or, actually, it was as part of a 19 settlement proceeding. 20 Q. All right. We don't need to know 21 about that. 22 Have you given your full complete 23 name to the court reporter? 24 A. I haven't yet. 25 Q. Would you do that?</p>	<p>1 of to Omnicom in 1994. We actually were part of 2 DDB, which is another part of -- another large 3 agency that they had. 4 Q. Part of Doyle, Day & Burbeck? 5 A. Which is now called -- yeah, it's 6 now called DDB. It was a fusion of Needham and 7 DDB. 8 Q. And you sold your interest back in 9 1994, did you say? 10 A. In 1994. 11 Q. And I assume it had some sort of a 12 continuing consulting agreement of some type? 13 A. Yes. We had a... 14 Q. And other than the Co-Chairman 15 position you held from 1994 through April of this 16 year, in that period of time, '94 to '00, did you 17 hold any other positions with Griffin Bacal? 18 A. Yes, I was also Director of 19 Creative Services. 20 Q. So you were going to work? 21 A. I was going to work, absolutely. 22 Q. Okay. But from '94 on, you held no 23 share-holding interest; is that correct? 24 A. Did I have any specific 25 share-holding interest in --</p>

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1 Q. Right, in GBI?

2 A. No, only as part of my contract for
3 the buyout.

4 Q. Are you presently a shareholder of
5 Griffin Bacal?

6 A. No. A shareholder might not be
7 quite the right word, but it's part of my
8 contract with them.

9 Q. Right.

10 A. After the buyout part of that was
11 my continuation for, you know, a salary and
12 whatever else was stated.

13 Q. Okay.

14 A. Until...

15 Q. Now, I think we've seen a part of
16 that agreement.

17 MR. MONAGHAN: Right?

18 MS. VALENCIA: Of the --

19 MR. MONAGHAN: Partnership buyout.

20 MS. VALENCIA: -- partnership
21 buyout, yes.

22 MR. MONAGHAN: Is there any reason
23 why we can't see the whole agreement if we
24 give you some sort of confidentiality
25 agreement? It's not to be used in anything

1 I started my career at Benton &

2 Bowles Advertising Agency and when my partner and
3 I left there -- I started in, actually, I believe

4 it was, like, February of '58, 1958. And when my
5 partner and I left in the spring of 1978, we left
6 to start Griffin Bacal. My partner was Managing
7 Supervisor, I was an Associate Creative Director,
8 and we had an opportunity to start Griffin Bacal
9 with a portion of the Hasbro business as our --
10 to get our start.

11 Q. That's Hasbro Toys?

12 A. Hasbro Toys, that's right.

13 Q. And was that the principal client?

14 A. That at the time was our -- yeah.

15 It was our only client and then we grew. And
16 Hasbro grew, so we actually were quite involved
17 in their growth as well.

18 Q. Okay. And so from the time you
19 started in '78 through '94, what positions did
20 you hold?

21 A. I think initially I was President
22 and Tom was Chairman. I think that the --

23 Q. That's Tom Griffin?

24 A. Tom Griffin, yeah. I think that's
25 the way we had worked it out. And then when Paul

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1 other than this case if it has application.

2 MS. VALENCIA: I don't see why not.

3 MR. MONAGHAN: Okay. So at some
4 point --

5 MS. VALENCIA: I think the only
6 thing that's missing are a couple of
7 financial schedules unrelated to Mr. Bacal,
8 but...

9 Q. Now, going back to 1994, what was
10 your position with Griffin Bacal at that point in
11 time?

12 A. It was Co-Chairman and Director of
13 Creative Services.

14 Q. So it was the same position?

15 A. Same position, yeah.

16 Q. And maybe we should start with
17 Griffin Bacal at the beginning and work forward.

18 A. Sure.

19 Q. Okay.

20 A. That's fine.

21 Q. Maybe you can just do it in a
22 narrative form. Tell me about the agency, when
23 it started.

24 A. Let me just tell you a little bit
25 about it.

1 Kernid (ph) became president, Tom decided that we
2 would both be Co-Chairman.

3 Q. And what percentage of the shares
4 did you own over that period of time?

5 A. Well, I'd have to look it up
6 because I don't remember exactly, but what we
7 did, I can tell you this, though, as a
8 generality --

9 Q. Okay.

10 A. -- is that as senior creative
11 executives within the agency showed more and more
12 value to the corporation, we would give them more
13 shares and those shares came out of our shares.

14 Q. Okay.

15 A. So when we first started out, we
16 were the only people in a one-room sublet inside
17 the Kayman Islands Tourist Bureau and we were the
18 only two people. And then as we grew and had a
19 number of, quite a few senior executives, then a
20 number of them received shares, you know, in the
21 company and those came out of our shares.

22 Q. Is it fair to say, though, that up
23 until '94, you and Mr. Griffin were the principal
24 shareholders?

25 A. Oh, that's absolutely correct.

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1 Q. Oh. And controlling shareholders?

2 A. And controlling shareholders,

3 absolutely.

4 Q. And do you have any current

5 business associations as an officer, director or

6 principal shareholder with any other company?

7 Speaking now.

8 A. No -- well, no companies that are

9 really actively doing anything right now.

10 Q. Okay. Other than the buyout

11 agreement, are there any other agreements that

12 you have with GBI?

13 A. No. I mean, not that I can recall.

14 I mean, you have to understand at

15 the same time that we started Griffin Bacal, I

16 will tell you this because it does bear on what

17 we'll be discussing, Tom and I also started a

18 television production company called Sunbow

19 Productions, which from the very beginning was a

20 separate company from Griffin Bacal and never a

21 part of Griffin Bacal. Although Tom and I were

22 the principals of both of them.

23 Q. Are you still a principal in that

24 company?

25 A. No, that was sold to Sony in 1998.

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1 Acquired by Sony, whatever the correct

2 terminology is.

3 Q. Sold by you and Mr. Griffin?

4 A. Sold by -- yes -- well, and our

5 third partner, right.

6 Q. Who was the third partner?

7 A. CJ Kettler (ph). And then there

8 were some -- but that's basically it.

9 Q. You say that's a TV production

10 company?

11 A. It was a television production

12 company, we produced many television shows

13 through the years.

14 Q. Can you identify Wildstar Music for

15 me?

16 A. Wildstar Music and Starwild, which

17 is Wildstar backwards or whatever, inverted, one

18 was a BMI music publisher and one was an ASCAP

19 music publisher, and that's because certain --

20 there was just an advantage in those days. And I

21 don't remember the exact reason for having two

22 because certain composers were attached to one of

23 the music societies and others to the other.

24 That was the reason for it, so

25 there are two different...

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1 Q. Just for the record purposes,

2 because someone reading this might not understand

3 as well as you, and I certainly don't understand

4 as well as you, when we're talking about BMI,

5 that's a performing rights society?

6 A. Broadcast Music Institute. They're

7 a performing rights society, right.

8 Q. And ASCAP is another of those

9 societies; am I correct?

10 A. Right.

11 Q. And what is the function of an

12 entity like BMI?

13 A. Well, their function, as I

14 understand it -- and they have many functions

15 that they do and if you go on their web site, for

16 example, BMI.com, you might be able to find out

17 the great array of things that they do, but from

18 our standpoint, it was that they would track in

19 their random way performances of shows and then

20 that would -- through that they would arrive at

21 some number and as a result of that, those people

22 associated with those compositions would receive

23 royalties.

24 I have no real idea about how they

25 arrive at those numbers and when you get a check

Page 16

1 for a dollar eighteen from Bolivia or whatever,

2 exactly how that's determined, but that's the

3 gist of how it works.

4 Q. They also monitor air play, radio?

5 A. I don't know.

6 Q. Okay.

7 A. I don't know whether they do or

8 not.

9 Q. And they deal with writer and

10 publisher royalties?

11 A. Writers and -- yeah, they deal with

12 -- yes, I believe that they deal with writers and

13 publishers, but, again, you can check the

14 specifics of that by going on their web site and

15 it's very clear what they do.

16 Q. And at some point in time, did you

17 become a member of either or both of those

18 performing rights societies, BMI and ASCAP?

19 A. Yes, I became -- I was a member of

20 ASCAP in the early eighties, I can't remember

21 exactly how early, and then later and for reasons

22 I don't recall, I became a member of BMI. And

23 for writers, as I understand it, you're either a

24 member of one or the other.

25 Q. For writers. What about

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1 publishers?

2 MS. VALENCIA: Objection.

3 A. I don't know. I don't know what

4 the answer to that is and I don't know exactly

5 how publishers are involved, in the ways

6 publishers are involved with BMI. I really don't

7 know that answer.

8 Q. Okay. And from time to time, did

9 you receive royalty statements from one or the

10 other of these performing rights societies, ASCAP

11 or BMI due to your membership?

12 A. Yes, I did.

13 Q. Okay.

14 A. And I'd be glad to describe for you

15 if you would like exactly how my membership in it

16 came about.

17 Q. You mean why you joined one or the

18 other?

19 A. How I happened to become a member

20 of them or my relationship to it.

21 Q. Okay, that's fine. Please go

22 ahead.

23 A. I think I might as well do it now

24 because it's important to understand this in

25 terms of my relationship with Anne and Ford.

Page 18

1 Q. Well, you're getting a little bit

2 ahead. I think I was going to cover some of

3 that.

4 A. Okay, well --

5 Q. Keep me honest here.

6 A. I'd be happy to table that for now,

7 but I definitely want that to be part of our

8 discussion.

9 Q. My understanding is Starwild is a

10 BMI -- a BMI publisher?

11 A. Whatever it is it is, you know, so

12 I think that -- if that's the one that's BMI and

13 the other one is ASCAP, then that's the way it

14 is.

15 Q. All right.

16 A. Whatever way it is.

17 Q. Yeah.

18 A. I'm not sure which is which.

19 MR. MONAGHAN: We might as well mark

20 this.

21

22 (Whereupon, Exhibit Bacal 1 is

23 marked for identification.)

24

25 (Whereupon, there was an

Page 19

1 off-the-record discussion.)

2

3 Q. Just so we get these companies

4 squared away, I'm going to show you now, Mr.

5 Bacal, Bacal 1 for identification and direct your

6 attention to the references to Starwild

7 indicating -- it appears to me indicating an

8 affiliation with BMI. And the references to

9 Wildstar, indicating an affiliation with ASCAP

10 (handing).

11 A. Right.

12 Q. Does that comport with your own

13 understanding?

14 A. Well, if this is what it says...

15 Q. Okay, no problem.

16 A. Then I accept the fact that -- the

17 names are so close, sometimes I just really --

18 not quite sure which one of those is which and

19 which is which, Starwild and Wildstar, but if

20 that's what it says, that's exactly probably

21 true.

22 Q. And I think before I asked you

23 about, I guess it was Starwild, your current

24 association and you said that you sold that...

25 A. I don't think I said...

Page 20

1 Q. Okay, well, maybe you didn't.

2 A. -- anything about that.

3 Q. No, you didn't. So let me ask you

4 about, what was your interest in Starwild. Or

5 association with Starwild.

6 A. All of our music publishing rights

7 companies that we had at the time of the sale

8 went to Sony who acquired our company. This is a

9 good question because I think Anne may have some

10 misconceptions about this particular fact.

11 The money that was acquired by the

12 publishing rights of Starwild and Wildstar, one

13 or both of those, in main and predominantly, went

14 to our client, Hasbro, because they were the

15 copyright owners of those properties and whatever

16 fee that Starwild and/or Wildstar may have

17 received for that, that was just what that was

18 and that money went to them.

19 So any idea that we gave the

20 writer's share to Kinder & Bryant because we had

21 a hundred percent of the publishing share is

22 totally erroneous.

23 Q. Now, when you say the money went to

24 Hasbro, the client?

25 A. That's correct.

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<p>1 Q. You're talking about the royalties, 2 the writers --</p> <p>3 A. I'm talking about the royalties for 4 properties that were owned in the copyright form 5 by Hasbro.</p> <p>6 Q. And which --</p> <p>7 A. That includes Gem, GI Joe, 8 Transformers, Bigfoot, Visionaries, Robotics, My 9 Little Pony.</p> <p>10 Q. Okay, but which royalties are you 11 talking about? Writer or publishing?</p> <p>12 A. No, I'm only talking about 13 publishing.</p> <p>14 Q. Publishing, okay.</p> <p>15 A. I'm only talking about publishing.</p> <p>16 Q. And we're still jumping a little 17 bit ahead, but...</p> <p>18 A. I don't mean to get ahead of you, 19 but it seemed to be the appropriate time to 20 answer that question.</p> <p>21 Q. No, I understand, but -- you say 22 that these monies went to Hasbro. Is that from 23 the time of the conception of the original themes 24 that you've just identified?</p> <p>25 A. From the very beginning of the</p>	<p>1 Q. By flowing through Wildstar or 2 Starwild?</p> <p>3 A. Yes. That went to Starwild and 4 Wildstar.</p> <p>5 Q. So checks would come from the one 6 or the other, BMI or ASCAP, would go into 7 Starwild or Wildstar?</p> <p>8 A. As I understand --</p> <p>9 Q. And except for handling fees, the 10 proceedings would be disbursed to Hasbro?</p> <p>11 A. That is how I understand it.</p> <p>12 Q. What is the basis for your 13 understanding?</p> <p>14 A. The basis for my understanding, 15 since I'm a creative person who is not intimately 16 involved in all the details of that is what my 17 knowledge was at the time.</p> <p>18 Q. Is there any document that you 19 could point me to, even if it's not here, that 20 memorializes this concept?</p> <p>21 A. Not that I could because -- this 22 affair is not mine.</p> <p>23 Q. So you're saying that if we were to 24 look at checks over a period of time where BMI or 25 ASCAP had disbursed monies to Starwild or</p>
Page 22	Page 24
<p>1 creation of the publishing companies as I 2 understand it...had --</p> <p>3 Q. Um-hum.</p> <p>4 A. -- money received by the publishing 5 companies...</p> <p>6 Q. Right.</p> <p>7 A. In the main, excluding any fees 8 given to Wildstar and Starwild went to Hasbro 9 because they were the copyright owners of those 10 properties.</p> <p>11 Q. You just said excluding fees given 12 to Wildstar and Starwild.</p> <p>13 A. Wildstar and Starwild may have 14 received some handling fees.</p> <p>15 Q. But not publishing monies.</p> <p>16 A. Not publishing money. I mean, the 17 publishing money went to -- well, again, we're 18 getting into terminology. Out of the money that 19 was received for publishing, they may have 20 received some handling fees and subtracted that 21 from the money.</p> <p>22 Q. Okay.</p> <p>23 A. But the publishing money was 24 earmarked for, for Hasbro, who were the copyright 25 owners of those properties.</p>	<p>1 Wildstar, at some point relatively soon after the 2 receipt of those checks by either of those 3 companies, there would be a check or checks sent 4 to Hasbro by Wildstar or Starwild?</p> <p>5 A. I think at some point you would 6 find that that would be true. Whether it was 7 once a year, whether it was quarterly, whether it 8 was semi-annually, I have no idea.</p> <p>9 Q. Would you render -- would Starwild 10 or Wildstar render an accounting of the monies 11 that it received from BMI to its client Hasbro?</p> <p>12 A. I would imagine that that would be 13 true.</p> <p>14 Q. This would be some sort of a 15 written accounting?</p> <p>16 A. I don't specifically know how it 17 was handled.</p> <p>18 Q. Okay.</p> <p>19 A. So whether it was handled with a 20 specific accounting or whether it was handled 21 with a summary of numbers, I don't really know.</p> <p>22 Q. Would you have in any of your 23 records any such accounting?</p> <p>24 A. No.</p> <p>25 Q. Okay.</p>

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1 MR. MONAGHAN: And Griffin Bacal is
2 not in the action yet, actually.
3 MS. VALENCIA: Not that we're aware
4 of.
5 MR. MONAGHAN: You're only
6 representing...
7 MS. VALENCIA: Mr. Bacal.
8 MR. MONAGHAN: Mr. Bacal personally.
9 Q. You may have answered this and I
10 apologize --
11 A. Sure. I'm happy to answer
12 everything.
13 Q. Starwild and Wildstar were both
14 corporations, were they not?
15 A. I think that they were -- I think
16 there's an Inc. after them, but let's just look
17 at see. Yeah, there's an Inc. after them.
18 Q. Okay. Who owned the stock in the
19 companies? Was it you personally or you and Mr.
20 Griffin or was it GBI?
21 A. GBI did not own -- GBI and Sunbow
22 -- Starwild and Wildstar were part of Sunbow
23 Productions.
24 Q. Okay. Subsidiaries?
25 A. Whatever the legal terminology is

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1 I'm not quite sure, but they were part of Sunbow.
2 They were controlled by Sunbow, I should say, so,
3 again, I'm not quite sure what the legal
4 terminology of it.
5 Q. And you and Mr. Griffin owned
6 Sunbow?
7 A. That's correct.
8 Q. Until you sold it to Sony?
9 A. That's correct. We were the
10 principal partners.
11 Q. And Starwild and Wildstar went
12 along with that deal?
13 A. Starwild and Wildstar may not even
14 have existed at that time. I'm not quite sure.
15 Because at some point, I'm not sure whether they
16 still -- yeah, but I think that they did go --
17 I'd have to look to see because at some point --
18 Q. What would you look at?
19 A. What would I look at to see?
20 Q. Yeah.
21 A. I would probably have to check my
22 -- the Sony acquisition contract with...
23 (REQUEST) MR. MONAGHAN: Can we get a copy of
24 that and make a request for that?
25 MS. VALENCIA: Take that under

1 advisement.
2 MR. MONAGHAN: But you'll let me
3 know in a couple of weeks or a week.
4 MS. VALENCIA: Oh, certainly, I'll
5 let you know by next week. Oh, it's
6 Thanksgiving, but I'll let you know soon
7 here after.
8 Q. Did you hold an official position
9 with Wildstar and Starwild? President, vice
10 president, or something of that type.
11 A. You know, I don't really know
12 whether I ever signed a piece of paper that said
13 I was an officer as such, but I was Co-Chairman
14 of Sunbow Productions. So I don't really know.
15 My title -- I'm trying to remember,
16 to be totally accurate, my title when we first
17 started. Again, we had different ways of doing
18 it. At one point maybe I was Executive Vice
19 President and Tom was President. I think with
20 Sunbow I think I may have been President and Tom
21 was Chairman and then when we -- when CJ became
22 Vice President, I became Co-Chairman and he
23 became Co-Chairman, sort of similar to the way it
24 was at Griffin & Bacal.
25 Q. Are there any records in your

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1 possession or accessible by you related to Sunbow
2 and Wildstar and Starwild?
3 A. Just what I described to you, that
4 whatever would be in the...
5 Q. Acquisition?
6 A. Acquisition.
7 Q. Okay.
8 A. Right.
9 Q. Are you familiar with a company
10 known as -- at least having Marvel in the title?
11 A. Oh, absolutely.
12 Q. What is that?
13 A. Marvel Productions was owned by
14 Marvel Comics. Again, when I say that, I'm not
15 sure about the separate company or whatever it
16 was, but I believe it was owned by Marvel Comics
17 and in the days we started working with them and
18 the days when David and Patty was running Marvel
19 Productions and Marvel became later Marvel
20 Entertainment, whatever it was called, Marvel,
21 Marvel Entertainment, whatever, and I think
22 that's what it was called and we did a number of
23 shows with them. And they were very good.
24 We always, historically, my partner
25 and I have, had long-term creative relationships

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1 and until this particular matter, we have always
 2 had very happy, embracing, inclusive and warm,
 3 creative relationships. This came as a big shock
 4 to me and I find it very hurtful, so I just want
 5 to be really clear the depth of my feelings about
 6 this.

7 Q. Um-hum. I understand.

8 A. And it will become clearer as we go
 9 on and I tell you more about the situation.

10 Q. Okay, fair enough. When you say
 11 you did shows with Marvel, those were
 12 Sunbow/Marvel or...

13 A. Yeah, Sunbow Productions and Marvel
 14 Entertainment, I think that was their name, we
 15 did shows together, which we produced that ran in
 16 syndication for a number of years. I think the
 17 first of these was five part GI Joe series and
 18 then there were a number of other GI Joe series
 19 that ran. And then there was the Transformers.

20 In each case, though, we created
 21 advertising before we created the shows, so both
 22 for Transformers and GI Joe, that ran for a
 23 number of years, that number of years varied
 24 depending on what the show was. Gem,
 25 Visionaries, et cetera.

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1 So the amount of time the show went
 2 on the air varied, but it was always either at
 3 the end -- later on in shows after that like
 4 Conan became more simultaneous almost, but
 5 usually the advertising preceded it and often
 6 times and, in fact, most always, in fact, in
 7 those early shows, the jingles, if you will, were
 8 originally created, the lyrics and music were
 9 originally created for the advertising and became
 10 the title sound of the shows later.

11 Q. Now, these are titles or jingles
 12 with which Anne Bryant had some relationship; is
 13 that right?

14 A. Yes. I think it varies depending
 15 upon what the specifics were, we can discuss
 16 that, but one of the things I do want to clear up
 17 and this should be done now, I think, although I
 18 can hold off, is how I happen to become involved
 19 in the rights to a number of these --

20 Q. Let me take this in the order --

21 A. Okay, that's fine.

22 Q. Please, if I ask you a question
 23 that --

24 A. It just seemed to lead to that, but
 25 I'm perfectly willing to wait. But you're asking

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1 me to wait and I'm perfectly willing to do that
 2 if you'd like me to.

3 Q. Well, we kind of laid it-out in an
 4 order.

5 A. Okay.

6 Q. This is discovery, it's not
 7 obviously the trial and --

8 A. No, no, what I'm telling you is the
 9 discovery. It will be a discovery what I'm going
 10 to say.

11 Q. It may well be --

12 A. Because it's the real truth of what
 13 the situation was.

14 Q. Okay, let's start, if I may, with
 15 the cast of players. You've touched on them, but
 16 how long do you know Anne Bryant?

17 A. Okay, I met Anne Bryant certainly
 18 in 1980 and I may have met her as early as 1978
 19 because she worked at the time as a
 20 composer/arranger and Anne is a tremendously
 21 talented -- tremendous musical talent. I mean,
 22 she's an incredibly talented composer and
 23 arranger so I have great admiration for her
 24 talent.

25 And she worked for Spencer Michelin

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1 and Spencer Michelin when I was at Benton Bowles,
 2 and this was in the seventies, did a -- Roy Eaton
 3 was the Music Director of Benton Bowles, he said
 4 let's get -- I'm hearing this work that Spence
 5 Michelin was doing, let's get him in to take a
 6 crack at these Alphabits, Post cereal Alphabits.

7 So Spence Michelin came in and
 8 asked him what we were looking for and he went
 9 away and did something exploratory and I don't
 10 remember if we ever used what he did, but I was
 11 thrilled with the sound that he got. You know,
 12 he did a demo and I was really thrilled with the
 13 sound and the level of the demo and the
 14 excitement that he had in it and the way the
 15 singers were layered, so it was really good. And
 16 I don't know whether Anne had anything to do with
 17 that Alphabits thing because I had not met her at
 18 that time.

19 Q. Okay.

20 A. If I had been introduced to her, I
 21 don't really remember, but she was not at that
 22 meeting I had initially with Spence and so
 23 whenever we started our own company and I was
 24 looking for more talented composers and arrangers
 25 to work with, I thought about Spence, I was

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1 working with some other composers and arrangers,
 2 Tommy Goodman and Don Danman and his partner
 3 Norris O'Neil and I wanted to expand our
 4 resources.
 5 Q. Can we just --
 6 A. Because we were doing a lot of work
 7 at the time -- I'm sorry, sure.
 8 Q. No, just for the record, I have
 9 some familiarity with this having represented
 10 another jingle company, but describe to a
 11 layperson how the process generally works where I
 12 believe, you know, someone at the ad agency comes
 13 up with an idea and then, as I understand it,
 14 discusses that idea, the raw idea with, perhaps,
 15 composers, arrangers, jingle company. The jingle
 16 company does a demo tape of some type, they get
 17 paid for doing the demo tape. It goes through
 18 revisions, you know, back and forth, and then
 19 eventually either the client purchases it or
 20 doesn't purchase it.
 21 Is it something like that?
 22 A. Yeah, I think that's generally
 23 true.
 24 Q. Okay. So this is what you were
 25 describing a moment ago where you had a Post

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1 cereal engagement to come up with something for
 2 Alphabits?
 3 A. Yeah, as I recall.
 4 Q. And you had heard of Spence
 5 Michelin who had dealings with him before?
 6 A. Not actually dealings before, but
 7 our music director at the time, he suggested,
 8 let's meet with Spence Michelin, I think he's
 9 doing some really good work, and we --
 10 Q. And how did Anne Bryant's name come
 11 up in that context?
 12 A. It didn't.
 13 Q. Okay.
 14 A. It didn't.
 15 Q. And you just described -- I'm
 16 sorry.
 17 A. It didn't. I was moving ahead to a
 18 few years later when Tom and I had started our
 19 own agency. And I remembered Spence and the work
 20 he had done and I was looking to expand the
 21 number of composers that I was working with
 22 because we had a lot of assignments from Hasbro
 23 by that time and a lot of work and exploratories
 24 and we'd do different ones and you give them
 25 options and everything like that. I thought of

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1 Spence and I went to see him.
 2 Now, I believe it's probably true
 3 that I met Anne Bryant at that time and we might
 4 have been introduced, but I don't really remember
 5 that. And I remember giving Spence an
 6 assignment, it was for a product called My Friend
 7 Snoopy.
 8 Q. Um-hum.
 9 A. And then the client liked that and
 10 that was -- and I liked what he did and so,
 11 again, we gave him more work and we started this
 12 relationship. I was also working with other
 13 people at the time, but I really liked their work
 14 and so we did more work together.
 15 In 1980 -- and, as I say, I may
 16 have met Anne during that period, but it doesn't
 17 resonate in my mind because there was no specific
 18 conversation. However, in 1980, when we were
 19 getting ready to go into production for a show
 20 called The Great Space Coaster, which was our
 21 first show, and I don't remember exactly when in
 22 that time it was, you know, whether it was early
 23 1980 or whether it was even the end of '79 or
 24 whatever, that was because we were still getting
 25 sponsors and talking to television stations and

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1 everything like that.
 2 Q. Um-hum.
 3 A. I went to Spence and I asked him if
 4 he would write the title song for The Great Space
 5 Coaster. So we had been doing a great deal of
 6 work together and I was really impressed with his
 7 work and I was never really that clear which of
 8 his people were working on what. He's basically
 9 it was his company and he was the person I dealt
 10 with. Although I would, you know, meet the
 11 different people involved and everything like
 12 that.
 13 And when Anne wrote the music for
 14 that particular song, Great Space Coaster, which
 15 Spencer wrote the lyrics for, as I understand it,
 16 well, I was really blown away by what they did
 17 and I thought, oh, this is great. And that's
 18 when I really recall meeting Anne. I said, oh, I
 19 am so impressed, you are so talented, this is
 20 great, this is a really good job, this is
 21 wonderful. And, as I say, I've always had such
 22 embracing relationships with so many musical
 23 talents throughout the years, which is why this
 24 is so upsetting to me.
 25 But, in any event, I was very

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<p>1 complimentary and she deserved every compliment</p> <p>2 because it was wonderful and the show ended up</p> <p>3 running for five reasons and won the Peabody</p> <p>4 Award and --</p> <p>5 Q. What was the name of the show?</p> <p>6 A. It was The Great Space Coaster.</p> <p>7 Q. Oh, I thought that was the title.</p> <p>8 A. Yeah, that was the name of the</p> <p>9 show. She wrote the title song, but they didn't</p> <p>10 write any other songs for the show, but they</p> <p>11 wrote the title song.</p> <p>12 Q. So you've known her for --</p> <p>13 A. Over twenty years.</p> <p>14 Q. -- twenty plus years?</p> <p>15 A. There was a period of time where we</p> <p>16 did lose contact after her what appears to be her</p> <p>17 acrimonious business divorce from Ford.</p> <p>18 Q. Talking about Ford Kinder?</p> <p>19 A. Ford Kinder.</p> <p>20 Q. Okay. Now, when she wrote that</p> <p>21 music, do you know how credits were attributed,</p> <p>22 if any, if they were?</p> <p>23 A. Sure. Attributed lyrics were -- as</p> <p>24 I recall, if you look at the show, but I think it</p> <p>25 said lyrics by Spencer Michelin, music by Anne</p>	<p>1 A. Sunbow Productions. This was our</p> <p>2 first show, Sunbow Productions's first show. It</p> <p>3 was an educational children's television show.</p> <p>4 Q. And did you register the publishing</p> <p>5 interests?</p> <p>6 A. I don't really recall, but in all</p> <p>7 honesty I don't really recall the publishing</p> <p>8 interests of The Great Space Coaster, so I just</p> <p>9 assumed -- it's been so long and it's been out of</p> <p>10 distribution and everything like that, I just</p> <p>11 assumed that the publishing rights went to</p> <p>12 Starwild or Wildstar, but I cannot --</p> <p>13 Q. Okay.</p> <p>14 A. I don't really remember in all</p> <p>15 honesty.</p> <p>16 Q. That's fair enough.</p> <p>17 A. It would seem to me I would have,</p> <p>18 but I don't really remember.</p> <p>19 Q. Well, tell me about your</p> <p>20 understanding of the process. By the way, let me</p> <p>21 back up a little bit.</p> <p>22 You are also a composer, are you</p> <p>23 not?</p> <p>24 A. I'm a writer.</p> <p>25 Q. A writer. You've written lyrics?</p>
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<p>1 Bryant.</p> <p>2 Q. Okay. And who owned the publishing</p> <p>3 on The Great Space Coaster?</p> <p>4 A. Either Wildstar or Starwild. I</p> <p>5 believe.</p> <p>6 Q. By virtue of what? Why did</p> <p>7 Wildstar or Starwild have an interest in the</p> <p>8 publishing?</p> <p>9 A. Because we were a television</p> <p>10 production company and like all companies we --</p> <p>11 there were certain things that we controlled.</p> <p>12 Q. Well, I'm just trying to understand</p> <p>13 the relationship.</p> <p>14 The client here was -- maybe I</p> <p>15 didn't get it. What was the name of the client</p> <p>16 on this one?</p> <p>17 A. Their client on this one?</p> <p>18 Q. The Great Space Coaster.</p> <p>19 A. We were the client.</p> <p>20 Q. You were the client, okay.</p> <p>21 A. Right. We were the client. This</p> <p>22 is a show that I created.</p> <p>23 Q. Okay.</p> <p>24 A. And...</p> <p>25 Q. We being Sunbow or...</p>	<p>1 A. I'm a writer, I've written lyrics.</p> <p>2 Yeah, I've written quite a few lyrics.</p> <p>3 Q. In fact, you're reflected as a</p> <p>4 writer and having an interest on some of the</p> <p>5 titles described on Exhibit 1, right?</p> <p>6 A. That's correct.</p> <p>7 Q. What do you do with respect to</p> <p>8 advising BMI or ASCAP after you've composed or</p> <p>9 you've written some lyrics? What forms, if there</p> <p>10 are any, do you sign to record that interest?</p> <p>11 A. Okay. So we should talk about</p> <p>12 this. This is a good time to talk about this</p> <p>13 because I really want Anne to understand what the</p> <p>14 situation was.</p> <p>15 Q. Okay.</p> <p>16 A. In the beginning, when we first</p> <p>17 started and we were just doing advertising, we</p> <p>18 decided that we would give both the lyric and</p> <p>19 music rights to the composers whether or not they</p> <p>20 wrote any of the lyrics or not and we decided to</p> <p>21 do that because that's not what we were</p> <p>22 interested in. We had never been involved with</p> <p>23 ASCAP or BMI before and we were not really</p> <p>24 interested in that and we wanted to give it to</p> <p>25 them as just to show, again, it was part of our</p>

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<p>1 embracing attitude as to how we work with 2 creative people and as to say, you know -- 3 because we really, we worked very hard and people 4 who worked with us, they worked very hard, too, 5 and they said, this is a way to show our 6 appreciation, we want you to have this. 7 Q. Um-hum. 8 A. I don't know that that was ever 9 written down or anything, but they had that and 10 so, therefore, in the beginning when just those 11 shows were -- just the advertising was running on 12 the air, for example, let's take Transformers, I 13 think initially just Ford and Anne's names were 14 on that. Even though I wrote the lyrics for 15 Transformers. 16 Q. Right. 17 A. And we can go -- I want to go into 18 that at some point, too, just to show you the 19 idea of how the process worked. I think I'll do 20 that now. Just -- 21 Q. I am familiar with the fact that 22 you wrote the lyric and the script. 23 A. Okay. There was a question, I 24 believe, that I heard about that except for one 25 line, which Ford wrote or something like that,</p>	<p>1 really kind of any kind of collaborative effort, 2 there really was a collaborative effort. 3 So what happened was even though I 4 gave them the rights, as I gave to all other 5 composers throughout the years basically, the 6 rights within the commercial area, I got a call, 7 we got a call from Kinder Bryant one day and they 8 said something like, oh, we think Joe should 9 have -- this is in the eighties -- Joe should be 10 on this, you know, the rights to the lyrics and 11 for these shows and I remember being told that 12 they had said that. 13 And I said, well -- I don't 14 remember if I spoke to Ford specifically. One 15 thing I want to make clear is Ford is the person 16 I always talked with. I don't ever recall a 17 discussion with Anne about anything that had to 18 do with business and when I had an assignment, I 19 would always talk to Ford about it. And then he 20 would talk to Anne and however they interchanged, 21 they interchanged, but she's very talented and 22 he's very talented, too. 23 Q. Um-hum. 24 A. And I said, well, you know, to 25 whoever told me this -- and I may have had this</p>
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<p>1 that was, perhaps, mentioned by Anne, but the 2 truth was -- give you a good example, though, to 3 understand the example of how it works. 4 For Transformers, I roughed out the 5 lyric, I gave her another copy, an announcer 6 copy, and she came up with a brilliant idea of 7 setting the announcer copy to music, which is a 8 terrific idea because she's just a talented 9 person. So when I got it back, you know, they 10 had added and I guess Ford had added the line, 11 the first line which I had given them, which was 12 Transformers, more than meets the eye, and then 13 he had added Transformers, robots in the skies, 14 s-k-i-c-s. 15 So I called him up and I said, 16 well, I think for the form, I think what you've 17 done is good. However, I really don't like robot 18 in the skies. I think, I think it should say 19 robots in disguise, d-i-s-g-u-i-s-e, because 20 that's what the concept is, it is planes 21 transforming into robots, it is cars transforming 22 into robots, so they are, in fact, robots in 23 disguise. 24 The thing throughout all of our 25 relationships was one of -- you know, it was</p>	<p>1 discussion with Ford myself specifically, I don't 2 really recall -- was that it's not really 3 necessary to do that, I was really happy to give 4 you these rights and it had always been my 5 intention to give you these rights. He said, 6 well, look, I know you've been such an important 7 part of our creating this that we think you 8 should have this as far as the shows are 9 concerned. 10 Q. Have what? 11 A. Rights to -- within the 12 composer/lyricist arrangement, that I should have 13 these rights which are the rights that I have. 14 And I said, well, you shall decide what I should 15 have and that's what I'll have and fine, so 16 that's this the thing. 17 And that's basically it. I never 18 through the years paid any attention about how 19 that all was divided up or anything like that, 20 but I said, okay, it is fair, because I did make 21 very strong contributions to the work. 22 Q. Well, you provided -- you wrote the 23 lyrics, right? 24 A. In most cases I wrote the lyrics 25 and sometimes --</p>

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1 Q. And you wrote the script and you
2 contributed the line, "robots in disguise"?
3 A. Well, no, I wrote the whole lyric.
4 yeah, but I contributed the line "robots in
5 disguise" as a revision to robots in the skies,
6 but, actually, all the other lyrics I had given
7 them.
8 Q. But that song was registered, the
9 Transformers song and theme was registered, in
10 1984 to Anne Bryant, fifty percent of BMI
11 Starwild was shown as the publisher and Ford
12 Kinder fifty percent, ASCAP Wildstar as the
13 publisher.
14 A. Right. And what I'm trying to
15 explain is that when it went on the air as a
16 commercial -- and what I had done is I had given
17 the commercial rights and that had always been my
18 intention because of just whatever work they did.
19 I didn't have to do that. We must understand
20 that. I did not have to do that.
21 Q. I understand what you're saying.
22 A. I had given those rights to the
23 composers, that they could have both the lyrics
24 and music rights and that could be -- so I just
25 did that. I felt it was a very generous thing to

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1 do, but I was happy to do it because they were
2 making important contributions.
3 Q. Now, are you familiar with a 1986
4 registration to Anne Bryant at BMI under the
5 title Robots in Disguise?
6 A. I'm not familiar with that
7 specifically.
8 MR. MONAGHAN: We can mark this as
9 Exhibit 2, Bacal Exhibit 2.
10
11 (Whereupon, Exhibit Bacal 2 is
12 marked for identification.)
13
14 Q. I'm going to show you now a BMI U.S.
15 Feature Royalties Statement.
16 A. Okay.
17 Q. For the quarter entered...well,
18 it's not exactly a quarter, it's misdescribed,
19 it's actually a year. Any way, referencing a
20 date 7/1/85 to 6/30/86, addressed to Anne Bryant,
21 care of William Dobshinsky?
22 A. Yeah, Bill Dobshinsky, yeah, he was
23 a music guy.
24 Q. Let's explain for the record who he
25 is.

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1 A. Bill Dobshinsky is a lawyer, is an
2 attorney, and when we got into this whole thing
3 about music rights -- because we had our own
4 company and it came up, and you're doing a lot of
5 music, you should have -- you're taking the
6 opportunity to receive income from these music
7 rights -- we said, well, we don't know anything
8 about that, we'd better find somebody who does
9 know about it, and so that's when Bill Dobshinsky
10 who was a music rights expert came into the
11 thing.
12 And I believe that -- my
13 understanding is that Ford worked with him as
14 well in setting this whole thing up, that Ford
15 himself worked --
16 Q. This is for the administration of
17 the publishing?
18 A. Yeah. That Ford himself worked
19 with Bill Dobshinsky.
20 Q. And Dobshinsky would actually
21 collect the monies and distribute them?
22 A. I don't know. I don't know how
23 that worked. I --
24 Q. Are you familiar --
25 A. You have to understand, I was

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1 spending all my time running a company and doing
2 so much creative work and everything like that.
3 Q. I understand.
4 A. It just happened, but we did hire
5 an expert and that was Bill. And I do believe
6 that the composers were all encouraged to work
7 with him and I guess it was Ford who worked with
8 him to my understanding, because he was the
9 person, really, to handle those kinds of things
10 with Anne and Kinder Bryant.
11 I'll be happy to look at anything
12 you want me to.
13 MR. MONAGHAN: Well, these are
14 actually -- there are some notations on
15 here. I don't know when they were made.
16 I'm not waiving any privileges,
17 attorney/client or otherwise, in the event
18 they are -- I don't think they were --
19 actually, I'm not sure if they're made for
20 my benefit or whatever, but I was going to
21 show it to the witness for purposes of
22 referencing that robot in disguise
23 (handing).
24 Q. Are you familiar with one of these
25 royalty statements generally, BMI royalty

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<p>1 statement?</p> <p>2 MS. VALENCIA: Patrick, do you have</p> <p>3 extra copies?</p> <p>4 MR. MONAGHAN: I don't. That's why</p> <p>5 I was...</p> <p>6 A. Well, maybe it's not that</p> <p>7 dissimilar in some cases. I don't know that --</p> <p>8 no, I'm not familiar with one that has all the</p> <p>9 people involved and their names on here. This I</p> <p>10 haven't seen, this particular...</p> <p>11 Q. You're talking about the second</p> <p>12 page, though.</p> <p>13 A. Yeah.</p> <p>14 Q. How about the first page?</p> <p>15 A. Well, robots in disguise, right,</p> <p>16 right. I see where it says that.</p> <p>17 Q. Okay.</p> <p>18 A. Right. Now, tell me what that --</p> <p>19 this is for Anne's share, it was 33.3 percent?</p> <p>20 Q. Yeah.</p> <p>21 A. That's what this is saying, that</p> <p>22 was Anne's share, right.</p> <p>23 Q. Well, if you know. If you don't</p> <p>24 know, that's okay.</p> <p>25 A. I think you said this is for Anne</p>	<p>1 disguise?</p> <p>2 A. Robots in disguise was one of the</p> <p>3 lines within the lyric of the Transformers; it</p> <p>4 wasn't separate from the Transformers. It was</p> <p>5 one of the lines of the lyric within the songs or</p> <p>6 jingles for the Transformers, be it for the show</p> <p>7 or for commercials.</p> <p>8 Q. Wasn't that the same jingle, the</p> <p>9 same theme as the Transformers jingle?</p> <p>10 A. It was the same.</p> <p>11 Q. Okay.</p> <p>12 A. Yeah, there was never another theme</p> <p>13 that was different.</p> <p>14 Q. So when we are talking robots in</p> <p>15 disguise, we're talking the same as the</p> <p>16 Transformers jingle?</p> <p>17 A. Correct. As it exists here.</p> <p>18 But to be perfectly clear, I never</p> <p>19 looked at these things and in terms of the</p> <p>20 percentages of how these things were divided at</p> <p>21 all until this all came up and then I finally</p> <p>22 went and got my catalog, as I was asked to do,</p> <p>23 and saw it, this and this and this and this.</p> <p>24 Q. Well, did you get checks from BMI</p> <p>25 or ASCAP with respect to Transformers, either</p>
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<p>1 Bryant. It says Anne Bryant, right?</p> <p>2 Q. Yeah.</p> <p>3 A. So I guess this was Anne's share of</p> <p>4 this and then there must have been two other</p> <p>5 shares at that time, I guess, however that was</p> <p>6 divided up.</p> <p>7 Q. Well, every song has -- in terms of</p> <p>8 writer and publishing royalties, it's actually</p> <p>9 two hundred percent interest; am I right? One</p> <p>10 hundred percent to the --</p> <p>11 A. That's the way it's been explained</p> <p>12 to me.</p> <p>13 Q. One hundred percent writer and one</p> <p>14 hundred percent publisher and then they can split</p> <p>15 that however the parties decide and contribute?</p> <p>16 A. That's the way it's been explained</p> <p>17 to me.</p> <p>18 Q. May I have that back?</p> <p>19 A. Yes. So I guess that's what,</p> <p>20 whatever that was. You know, they may have --</p> <p>21 Q. Were you familiar with Anne Bryant</p> <p>22 being credited with robots in disguise? Did you</p> <p>23 know that?</p> <p>24 A. Credited with what part of it?</p> <p>25 Q. Some interest in robots in</p>	<p>1 payable to you or to Wildstar --</p> <p>2 A. I did through the years. Not</p> <p>3 payable to Wildstar.</p> <p>4 Q. Okay.</p> <p>5 A. Not payable to Wildstar, because</p> <p>6 checks to Wildstar didn't come to me nor to</p> <p>7 Starwild. They came to -- the only checks that</p> <p>8 came to me were checks for my contributions to</p> <p>9 the lyrics of the songs -- for the shows that I</p> <p>10 was involved with.</p> <p>11 But, again, I didn't determine the</p> <p>12 percentages or anything, because, frankly, I</p> <p>13 thought it was, in a sense, you know, they said</p> <p>14 you gave us all this and so we really feel,</p> <p>15 though, in the shows, you should have a</p> <p>16 percentage of this because you made these</p> <p>17 enormous contributions to the work and we're all</p> <p>18 doing this together. So...</p> <p>19 Q. Now, going back to the exhibit you</p> <p>20 were kind enough to give us, there's a -- there</p> <p>21 are multiple references to the Transformers.</p> <p>22 A. Right.</p> <p>23 Q. Reflecting your name as a writer in</p> <p>24 most of the cases.</p> <p>25 A. Right. As it should, right.</p>

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1 Q. And Bryant's name as a writer in
2 most, but not all of the cases -- yeah, why don't
3 you take a look at that.
4 A. Okay, let's see.
5 MS. VALENCIA: This is only for the
6 interest of the Transformers now.
7 A. We're only talking about
8 Transformers now. I don't know if there's a
9 point where my name appears and Anne's doesn't.
10 I just want to see if it's true. I don't see a
11 place where my name appears and Anne's doesn't.
12 Q. Let me start with the first one
13 showing.
14 A. Okay.
15 Q. What we're looking at now is an
16 entry in a BMI catalog which is your BMI catalog;
17 is that right?
18 A. This is what I was given when I
19 went there on October 24th, 2001.
20 Q. BMI printed this out for you?
21 A. They precipitated this out to help
22 me, um-hum. I knew I was going to have this
23 meeting, so, yeah.
24 Q. Who did you talk to there? Allison
25 Smith?

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1 A. No, I talked to Samantha Cox.
2 Q. What's her position?
3 A. Let's see. I actually have a card.
4 I think I have it with me.
5 (Brief pause.)
6 A. Yes, Associate Director,
7 Writer/Publisher Relations. Very nice person.
8 Very helpful.
9 Q. And after talking to her, she was
10 able to provide you with this document?
11 A. Yeah, she said I could go on the
12 web site and just get it myself, but she said,
13 you're here, I have a few minutes, let me get it
14 for you. She was very nice.
15 Q. And you -- prior to getting this,
16 had you seen this information anywhere else?
17 A. No.
18 Q. Now, looking at the Transformers,
19 there are one, two, three, four, five, six,
20 seven, eight, nine, ten, eleven --
21 A. When I say no, I should qualify
22 that by saying if in the original -- let's see
23 what I should call it. I don't quite know what
24 the terminology is, but this suit that was filed
25 by Anne, if there's anything in there, then I saw

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1 that because I read that document.
2 Q. Except for the litigation.
3 A. Except for the litigation, yeah,
4 no, I had not seen it.
5 Q. I counted approximately eleven
6 transformer entries. Maybe I shouldn't say
7 approximately. Let me do it again one more time.
8 (Brief pause.)
9 Q. Yes, eleven. Exactly eleven
10 entries related to the Transformers.
11 A. And your question is?
12 Q. You agree with the fact there are
13 eleven entries related to the Transformers shown
14 in your catalog?
15 A. Well, let me just count them, I
16 guess.
17 (Brief pause.)
18 A. There seem to be eleven.
19 Q. Now, the first one relates to the
20 Transformers instrumental theme; is that correct?
21 MS. VALENCIA: At the bottom of page
22 two, Patrick?
23 MR. MONAGHAN: I'm sorry, bottom of
24 page two.
25 A. Right.

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1 Q. And you are shown as a writer of
2 that instrumental theme with a share of 24.9
3 percent; is that right?
4 A. That's what it says.
5 Q. But you didn't write any of the
6 theme, did you, you wrote the lyrics?
7 A. I wrote the lyrics, but I should
8 want to qualify this, right. I didn't decide --
9 let me be really clear about this, I did not
10 decide what these percentages should be.
11 When the call came from Kinder &
12 Bryant and they really insisted that I do this in
13 the nicest way because we had this wonderful
14 relationship, it was felt that that was what was
15 really fair, and I said, well, fine, you decide
16 what you think is fair in terms of percentages,
17 you know, if you feel that way.
18 Because I said, you know, I had
19 given you all the rights to it as commercials, so
20 if you really feel within the show I should do
21 that because of my contributions, well, then, go
22 ahead and decide and, you know, whatever you
23 think is fair.
24 Q. With whom did you have that
25 conversation?

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<p>1 A. Well, one thing is I can't recall 2 because it's been such a long time ago, this is 3 back in the eighties, I don't recall whether 4 somebody came and told me about this conversation 5 they had with him or I specifically had this 6 conversation with Ford and I don't really recall, 7 but it was very clear at the time that that was 8 the thing, which is why you can see when you look 9 at these things, there are all these different 10 variations of numbers. Although there are a 11 number of them that are 24.90. 12 Q. But just limiting my question right 13 now to the instrumental theme, am I correct that 14 that would presume that the lyrics are not 15 included? 16 A. I guess so. It would presume that 17 unless at some point during it that somebody was 18 singing Transformers in that sort of voice, but, 19 yes, you can assume that, exactly. 20 Q. Would I be correct in saying that 21 Anne Bryant should be shown as the exclusive 22 writer of that instrumental theme? 23 MS. VALENCIA: Objection. 24 Q. To your knowledge. 25 A. I don't know because, you see, I've</p>	<p>1 kind of decision? 2 Q. I don't know. I'm in the dark as 3 anybody else. 4 A. So, therefore -- 5 Q. No -- 6 A. Since you're looking at something 7 here that makes absolutely no sense and you could 8 agree with me that it makes no sense that Ford 9 got 83.40 and Anne and I only got 8.30, that 10 doesn't make any sense. 11 Q. Right. 12 A. So I can't justify the sense of all 13 of it except that there was, and this is what I 14 want to be really clear about, there was this 15 understanding because of my tremendous 16 contributions to this that I would receive a 17 certain amount and I said, well, you just decide 18 what you want me to get and that was fine. 19 I was not concerned -- my business 20 was not the music royalty business, my business 21 was running two companies, the creative operation 22 in two companies, so I was not concerned about 23 this, I was willing for them to have the whole 24 thing. 25 Q. I understand. Mr. Bacal, please</p>
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<p>1 been trying to explain to you, and let me explain 2 it again, that I did not make this decision about 3 how this should be divided and so, therefore, 4 this was a decision made by Kinder Bryant and it 5 was divided in this way. 6 Q. You're saying Kinder & Bryant 7 decided to arbitrarily put you down with a 24.9 8 percent interest? 9 A. They decided to put me down -- the 10 amount of my interest down, yes, absolutely. 11 Q. And you don't know on what basis? 12 A. Yes, because of the tremendous 13 contributions I had made to Transformers in the 14 totality, so the fact that they may have put it 15 under this as well as under, you know, 16 Transformers musical theme or vocal theme or 17 whatever it was called, that was what they did. 18 Q. Who made that decision? 19 A. It was made by Kinder Bryant, it 20 was probably made by Ford because, frankly, who 21 would have made a decision that would have given 22 Ford 83.40, look at page three out of four, 83.40 23 of the writer's percentage of the Transformers 24 theme open. 25 Now, who would ever have made that</p>	<p>1 don't take any of my questions personally. 2 A. I'm not taking it personally. 3 You're doing what you need to do. I'm just 4 trying to answer them as specifically and as 5 thoroughly as I can so we really understand what 6 I'm saying. 7 Q. Let me ask some specific questions. 8 A. Sure. 9 Q. With respect to that first entry, 10 the Transformers instrumental theme... 11 A. Um-hum. 12 Q. Was there ever a conversation that 13 you recall with either Anne or Ford or Spence, 14 rather, in which they discussed crediting you 15 with a share of the writer's royalty? 16 A. Okay, here's the thing. 17 Spence Michelin was not involved in 18 the Transformers. 19 Q. Okay, fine. 20 A. Anne Bryant had already started her 21 company and Ford was joining her. 22 Q. Same question -- 23 A. You want to know if there was a 24 conversation -- I may have had a specific 25 personal conversation with Ford. I've been</p>

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1 searching my memory, I don't know whether I had
 2 that conversation or whether someone told me that
 3 Kinder & Bryant called and they felt Joe Bacal
 4 should have, because of his contributions to
 5 this, a piece of the royalties on the show, so --
 6 Q. When did you first learn that you
 7 were credited with approximately twenty-five
 8 percent of the -- I'm sorry, with, yeah,
 9 twenty-five percent of the writer royalties on
 10 Transformers instrumental theme? When is the
 11 first time you found that out?
 12 A. Well, you know, I actually thought
 13 it was going to be about -- from the discussion,
 14 I actually thought was about -- what it was going
 15 to be was twenty-five percent, so, you know,
 16 that's what I felt it would probably be, so,
 17 therefore, that they would take -- basically take
 18 half of the lyric royalties and I would take the
 19 other half. And that's basically what they would
 20 do and that seemed fine with me.
 21 I wasn't really concerned about it.
 22 And no one ever got back to me or anything like
 23 that and I never had meetings with Bill
 24 Dobshinsky and I never looked at music cue sheets
 25 and I was never involved in that.

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1 Q. Can you give me an idea of what
 2 kind of royalties on this particular instrumental
 3 theme, Transformers instrumental theme, have been
 4 generated and received by you?
 5 A. I would have no idea, but I would
 6 tell you something, though. The amount of money
 7 that I've received from all of my royalties
 8 through the years, right...
 9 Q. Um-hum.
 10 A. Has been very little money. And
 11 you say what is little money. Well, I don't
 12 know, one year it might have been \$1,000, one
 13 year it might have been \$850. I think the
 14 highest year was a little over \$2,000. Most
 15 years were somewhere around \$1,000. I mean, this
 16 is -- \$1,500, whatever it was, but that was about
 17 what it was, you know what I'm saying.
 18 So, you know, as I recall, and I
 19 don't have that paperwork, but, as I recall, that
 20 was about what it was, so, you know, on a
 21 quarterly basis, here is, you know, whatever that
 22 would be in quarters or, you know, semi-annually,
 23 whatever the payments were.
 24 I didn't spend any time thinking
 25 about it.

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1 Q. I'm just asking you when you first
 2 found out --
 3 A. What I'm saying is I knew I was
 4 getting royalties from the time of my first
 5 royalty statement.
 6 Q. That's not my question. It's about
 7 the Transformers.
 8 When did you first find out you
 9 were getting a share in the writer royalties on
 10 the instrumental theme, Transformers instrumental
 11 them? When did you first know that?
 12 A. I didn't think about it. I did
 13 look at my -- briefly I would look at -- when I
 14 would get a check I would look at the thing and I
 15 would see Transformers was down there, but I
 16 never looked and parsed what it was. I don't
 17 recall looking and going, oh, look, that's for
 18 this and this is for theme close and this -- I
 19 just -- it's for Transformers and it's this one
 20 and that one and that's what it is.
 21 Q. But that information is contained
 22 on the --
 23 A. That information is contained on
 24 the statements.
 25 Q. The form you get?

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1 A. Yeah, the statements. So that is
 2 fair, right.
 3 Q. So it's fair to assume that when
 4 you first got a statement referring to the
 5 Transformers instrumental theme, that information
 6 was contained on that?
 7 A. That's right. And if it was
 8 contained on that and I saw it, which I don't
 9 know that I noticed it or thought anything about
 10 it because I really wasn't -- it was just -- I
 11 wasn't thinking about that. I never even asked
 12 for these rights.
 13 Q. I understand that.
 14 A. That's the point I want to make. I
 15 never asked for these rights, so it was never
 16 important for me and it was just decided that I
 17 would get that. It can be divided up in any way
 18 people want to do it.
 19 Q. No, I understand.
 20 A. No, I know you do.
 21 Could I ask you a question?
 22 Q. On the record or off the record?
 23 A. Off the record.
 24
 25 (Whereupon, there was an